

EXHIBIT J

UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA

THE WIMBLEDON FUND, SPC (CLASS)	
TT),)	
)	
PLAINTIFFS,)	
)	
VS.)	CASE NO.
)	2:15-CV-6633-CAS-ASJWx
)	
GRAYBOX LLC; INTEGRATED)	
ADMINISTRATION; EUGENE SCHER, AS)	
TRUSTEE OF BERGSTEIN TRUST; AND)	
CASCADE TECHNOLOGIES CORP.,)	
)	
DEFENDANTS.)	
_____)	

VIDEOTAPED DEPOSITION OF KIARASH JAM

TAKEN ON

WEDNESDAY, MARCH 27, 2019

Sandra Mitchell
C.S.R. 12553

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1 UNITED STATES DISTRICT COURT
2 CENTRAL DISTRICT OF CALIFORNIA
3
4 THE WIMBLEDON FUND, SPC (CLASS)
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TRUSTEE OF BERGSTEIN TRUST; AND)
CASCADE TECHNOLOGIES CORP.,)
)
DEFENDANTS.)

VIDEOTAPED DEPOSITION OF KIARASH JAM, taken on
behalf of the Plaintiff, at 10100 Santa Monica Boulevard,
13th Floor, Los Angeles, California, commencing at
9:49 a.m., Wednesday, March 27, 2019, before Sandra
Mitchell, C.S.R. 12553, pursuant to Notice.

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00:00:03 1 LOS ANGELES, CALIFORNIA, WEDNESDAY, MARCH 27, 2019

2 AT 9:49 A.M.

3

4 THE VIDEOGRAPHER: And we are on the record.

09:51:30 5 My name is Brandon Cahela. I'm a notary public

6 contracted by eLitigation Services. I'm not financially

7 interested in this action, nor am I a relative or

8 employee of any of the attorneys or any of the parties.

9 Today is March 27, 2019, and the time is

09:51:48 10 approximately 9:49 a.m. This video deposition being

11 taken at 10100 Santa Monica Boulevard, on the 13th

12 floor, in Los Angeles, California 90067.

13 The name of the case is the Wimbledon Fund

14 versus Graybox LLC, filed in the United States District

09:52:15 15 Court, Central District of California Western Division.

16 The case number is CV-6633-CAS-AJWx.

17 This is Volume 1 in the videotaped deposition

18 of Mr. Kia Jam. This deposition is being taken by

19 attorney James Walker.

09:52:41 20 Would the attorneys introduce themselves and

21 state who you represent.

22 MR. WALKER: Jim Walker for the plaintiff

23 Class TT.

24 MR. LATZER: Eric Latzer also for the

09:52:48 25 plaintiff.

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09:52:51 1 MR. WIECHERT: David Wiechert for defendant Kia

2 Jam, who is also the witness today, as well as

3 Integrated Administration.

4 THE VIDEOGRAPHER: Thank you. We are ready to

09:52:57 5 proceed.

6 The court reporter today is Ms. Sandi Mitchell

7 with eLitigation Services. Would the reporter please

8 swear in the witness and we can begin.

9 THE REPORTER: Please raise your right hand.

09:53:04 10 Do you solemnly swear in the cause

11 now pending to tell the truth, the

12 whole truth, and nothing but the

13 truth so help you God?

14 THE WITNESS: Yes, I do.

09:53:04 15 KIA JAM,

16 having been duly sworn,

17 was examined and testified as follows:

18

19 EXAMINATION

09:53:13 20 BY MR. WALKER:

21 Q Good morning, sir. Please state your full name

22 for the record.

23 A My name is Kiarash Kia Jam.

24 Q What is your current residential address?

09:53:22 25 A 514 South Barrington, No. 302, Los Angeles

Page 10			Page 12		
09:53:26	1	90049.	09:55:24	1	directed to you as an individual defendant in this case.
	2	Q How are you currently employed?		2	Do you understand that this is a deposition --
	3	A I work for myself.		3	A Yes.
	4	Q Do you have a company?		4	Q -- where you're going to provide testimony
09:53:33	5	A Yes, I do.	09:55:33	5	subject to the oath that you just swore?
	6	Q And what is your current employer?		6	A Yes, I do.
	7	A K.Jam Productions.		7	Q And you understand this deposition is taken
	8	Q What is the nature of that company, its		8	within the context of the fact that you're a defendant
	9	business?		9	in the lawsuit that my client, the Wimbledon Fund, SPC
09:53:41	10	A Entertainment. Film and television production.	09:55:44	10	(Class TT), has filed against you?
	11	Q Could you provide a little greater detail in		11	A Yes, I do.
	12	that. What do you actually do?		12	Q And you understand, I take it, that we've also
	13	A I'm a producer primarily of film and		13	filed suit against your company Integrated
	14	television. Primarily film. I've been doing it for		14	Administration under a fraudulent transfer theory?
09:53:56	15	quite some time. And I'm -- I develop mostly own	09:55:57	15	A Yes, I do.
	16	material, and -- and that's what I do.		16	Q Do you understand that you've been sued in your
	17	Q What's your highest level of education that you		17	individual capacity under an alter ego theory with
	18	achieved?		18	respect to the corporation known as Swartz IP?
	19	A I graduated from UC Irvine with a bachelor		19	A Yes, I do.
09:54:09	20	degree.	09:56:06	20	Q Okay. Now, Swartz IP was later changed --
	21	Q What was the bachelor degree in?		21	later had its name changed to Advisory Services IP.
	22	A Political science.		22	If I refer to Swartz IP throughout the
	23	Q What financial training do you have?		23	deposition, do you understand that I'm talking about
	24	A Financial training meaning?		24	that entity?
09:54:20	25	Q Financial training or education of any kind?	09:56:19	25	A Yes, I do.
Page 11			Page 13		
09:54:22	1	A I don't have financial training.	09:56:19	1	Q And you don't have any doubt about which entity
	2	Q Did you study any financial courses or related		2	I'm referencing?
	3	courses at UC Irvine?		3	A No, sir.
	4	A Yeah, I think we had some -- I don't remember.		4	Do I give this back to you now?
09:54:34	5	We had some statistics and calculus and that kind of	09:56:29	5	Q No, sir. Good question. So as I hand you
	6	stuff. I don't really remember exactly what the courses		6	exhibits, when we're done with them, if you could just
	7	were called. I've taken some courses for budgeting and		7	kind of stack them over there close to the reporter.
	8	that kind of stuff as well.		8	She'll be the custodian of those exhibits. And that
	9	Q Just over the course of the years?		9	will work for the rest of the day.
09:54:48	10	A Yes, that's correct.	09:56:42	10	A I'll put it this way.
	11	Q What age are you?		11	Q Let me hand you what's been marked as
	12	A I just turned 49 years old.		12	Exhibit 2. You're welcome to review that for a few
	13	Q Where were you born?		13	moments.
	14	A I was born in Tehran, Iran.		14	(Exhibit 2 was marked for
09:54:57	15	Q When did you migrate to the United States?	09:56:51	15	identification by the Court Reporter
	16	A Shortly after I was born, we moved here for my		16	and is attached hereto.)
	17	father to finish his medical training. And then we went		17	MR. WIECHERT: Thank you.
	18	back around 1975. And then I came back here around 1982		18	THE WITNESS: Okay.
	19	and have been in California ever since.		19	BY MR. WALKER:
14:15:32	20	(Exhibit 1 was marked for	09:57:35	20	Q Could you provide generally a description of
	21	identification by the Court Reporter		21	the documents that comprise Exhibit 2.
	22	and is attached hereto.)		22	A These are the corporate formation documents for
	23	BY MR. WALKER:		23	K.Jam Media, which is one of my entities.
	24	Q Now, I've handed you what's been marked as		24	Q That's a company that you formed; correct?
09:55:20	25	Exhibit 1. And this is a notice of Rule 30 deposition	09:57:48	25	A Yes.

Page 14		Page 16	
09:57:48	1 Q And when you formed this company, was it	09:59:33	1 A That's correct.
	2 roughly February 2007 that it was put together?		2 Q And so, clearly, when you he formed K.Jam
	3 A Yes.		3 Media, Inc., you had the benefit of Mr. Zarrinkelk's
	4 Q When you formed K.Jam Productions -- or K.Jam		4 advice to the extent that you required it?
09:58:03	5 Media, rather, as evidenced by the documents that	09:59:40	5 A Yes. That is correct.
	6 comprise Exhibit 2, did you have the benefit of legal		6 Q Now, looking through it, the next page, 982,
	7 counsel?		7 there's a certificate of adoption of bylaws, which you
	8 A I don't think so.		8 signed as director; correct?
	9 Q Okay. How --		9 A Yes, I did.
09:58:14	10 A I don't recall, actually. I don't think so. I	09:59:53	10 Q And the certificate at that bottom of that same
	11 think I -- I think I just formed it. I might have used		11 page you signed in your capacity as secretary; correct?
	12 Parasec. I don't remember who I used, but I used one of		12 A Correct.
	13 these services, probably, to form it.		13 Q Okay. So if you could also turn to Page 986.
	14 Q And I see there, if you look at -- throughout		14 And this is the page entitled "Election of Officers";
09:58:31	15 the course of the day there's this little serial number	10:00:14	15 correct?
	16 on the bottom corner of every page.		16 A Yes.
	17 A I see it. I see it.		17 Q And there you're listed individually as both
	18 Q That's called a Bates number.		18 the president, secretary, and chief financial officer of
	19 A Yes.		19 this particular entity?
09:58:37	20 Q It's the way that -- in litigation that he	10:00:22	20 A Yes.
	21 track production, by assigning, effectively, a serial		21 Q If you could turn to Page 994, please.
	22 number to each --		22 Describe this document for us, please.
	23 A Got it.		23 A It's a statement of information from the State
	24 Q -- document produced or each page produced. So		24 of California Secretary of State's office. And it lists
09:58:46	25 from time to time I may reference that number --	10:00:47	25 me as the only officer for K.Jam Media. It is dated
Page 15		Page 17	
09:58:50	1 A No problem.	10:00:57	1 May 9, 2007.
	2 Q -- just to ease in your finding it.		2 Q And that's your signature at the bottom of the
	3 A I appreciate your help. Thank you.		3 document?
	4 Q If you could turn to 981.		4 A That is correct.
09:58:55	5 A Got it.	10:01:02	5 Q And, again, we see Mr. Zarrinkelk identified as
	6 Q All right. Now, this is a document that		6 the agent for service of process?
	7 purports the articles of incorporation of --		7 A Yes. Any and -- all my mail and business stuff
	8 A Yes.		8 always goes to his office.
	9 Q -- K.Jam Media, Inc.; correct?		9 Q Looking at Page 995.
09:59:02	10 A Uh-huh. Yes.	10:01:15	10 A 995, yes.
	11 Q And there under Item 3, the corporation's		11 Q Is that a share certificate?
	12 initial agent for service of process was Majid		12 A Yes, it is.
	13 Zarrinkelk --		13 Q And it shows that you retained 10,000 shares in
	14 A Yes.		14 K.Jam Media, Inc.; correct?
09:59:10	15 Q -- correct?	10:01:24	15 A No. It's 100,000 shares, I believe. That's
	16 A Yes.		16 what it says authorized -- oh, yes, 10,000. I'm sorry.
	17 Q Now, he's a friends of yours?		17 I was looking at the wrong section. My apologies.
	18 A He's a friend, a family member, and also my		18 Yes. It is, in fact, 10,000 shares.
	19 accountant and business -- business manager.		19 Q All right.
09:59:18	20 Q How long have you had a relationship with -- as	10:01:37	20 A My apologies.
	21 business manager with Mr. Zarrinkelk?		21 Q No -- no problem.
	22 A Over 20 years, 25 years.		22 A Sorry.
	23 Q So your relationship with Mr. Zarrinkelk in a		23 Q If you could turn to Page 998, please.
	24 commercial context would extend well beyond much earlier		24 A Yes, sir.
09:59:32	25 than 2007?	10:01:42	25 Q This is a document entitled "Waiver of Notice

Page 18			Page 20		
10:01:45	1	of Annual Meeting of Board of Directors of K.Jam Media,	10:03:53	1	Q I'll hand you what's been marked as Exhibit 3.
	2	Inc."; correct?		2	(Exhibit 3 was marked for
	3	A Yes, it is.		3	identification by the Court Reporter
	4	Q And it reflects that you conducted -- or		4	and is attached hereto.)
10:01:52	5	executed this document on or about December 8, 2008;	10:03:57	5	BY MR. WALKER:
	6	correct?		6	Q And ask you if you could identify that
	7	A Yes.		7	document, please.
	8	Q Going to Page 1000, is this another Waiver of		8	A Identify it meaning?
	9	Notice of Annual Meeting that you executed on or about		9	Q Yes, sir. Well, let me ask you this. With
10:02:12	10	December 7, 2009?	10:04:12	10	respect to Exhibit 3, do you recognize the handwriting?
	11	A Yes.		11	A I do.
	12	Q If you could, please, turn to Page 1,002. Is		12	Q And whose is it?
	13	this a Waiver of Notice of Annual Meeting for the same		13	A A woman named Frymi Biedak, and I think it's
	14	company that you executed on or about December 6, 2010?		14	her handwriting.
10:02:30	15	A Yes.	10:04:20	15	Q Okay. And up in the left corner we see a
	16	Q And then finally, if you could turn to		16	notation of Colorado address; correct?
	17	Page 1,006, again, is this another Waiver of Notice of		17	A Right.
	18	Annual Meeting of board of directors that you executed		18	Q And a notation next to it of 100,000 shares?
	19	on or about December 3, 2012?		19	A Correct.
10:02:47	20	A Yes.	10:04:30	20	Q And then it says "owned by Owari Opus";
	21	Q Okay. So I take it that from the period of		21	correct?
	22	time from 2007 through 2012, you were familiar with the		22	A Yes.
	23	fact that companies had officers; correct?		23	Q And then there's a little notation of some
	24	A Yes.		24	kind. It looks like a cents sign.
10:02:59	25	Q Okay. You had personal experience with that;	10:04:40	25	A I know.
Page 19			Page 21		
10:03:01	1	correct?	10:04:40	1	Q And next to that it says K.Jam Media; correct?
	2	A Yes.		2	A Yes, it does.
	3	Q You were experienced with signing legal		3	Q And then there's a similar cents sign below
	4	documents in your capacity as an officer of a		4	that and it says Kia Jam; correct?
10:03:08	5	corporation; correct?	10:04:49	5	A Correct.
	6	A Yes.		6	Q And then at the bottom there it says Kia,
	7	Q You were familiar with being appointed as a		7	equal, president; correct?
	8	director of a corporation; correct?		8	A Yes, it does.
	9	A Yes.		9	Q What is this referencing?
10:03:16	10	Q You were familiar with the concept of an agent	10:04:58	10	A I don't know.
	11	for service of process given your own personal		11	Q You have no idea?
	12	experience and designating Mr. Zarrinkelk as such with		12	A I don't know.
	13	respect to your company; correct?		13	Q Let me hand you what's been marked as
	14	A Yes.		14	Exhibit 4.
10:03:27	15	Q And you were familiar with the process of	10:05:07	15	(Exhibit 4 was marked for
	16	preparing and signing a Waiver of Notice of Annual		16	identification by the Court Reporter
	17	Meeting of the board of directors for a corporation?		17	and is attached hereto.)
	18	A Yes.		18	BY MR. WALKER:
	19	Q And you had personal experience with all of		19	Q And ask you if you could identify this
10:03:39	20	this given your involvement with your own company K.Jam	10:05:14	20	particular document?
	21	Media, Inc.; correct?		21	A Identify meaning have I seen it before?
	22	A Yes.		22	Q What is this document, sir?
	23	When you put it away, do I put it away too?		23	A It says it's a Texas notice of delinquent
	24	Q Yes, sir.		24	Franchise Tax dated 7/22/2011.
10:03:51	25	A Okay.	10:05:29	25	Q What company is it for?

Page 22

10:05:31 1 A Swartz IP Services Group, Inc.
 2 Q Okay.
 3 A Franchise Tax.
 4 Q Let me ask you a few questions about this. So
 10:05:37 5 this was a Texas -- a notice of delinquent franchise tax
 6 the state of Texas issued in connection with Swartz IP;
 7 correct?
 8 A That's what it seems to be, yes.
 9 Q And it states that the date of delinquency up
 10:05:47 10 in the upper far-right corner was May 17, 2011; correct?
 11 A Yes, that is correct.
 12 Q Now, the reason for the delinquency is stated
 13 as the original franchise tax report had not been filed;
 14 correct?
 10:05:59 15 A Where does say that?
 16 Q Up there --
 17 A Yes, I see it. I see it. Reason for
 18 delinquency, yes, original franchise tax not filed.
 19 Q Okay. And a complete signed public information
 10:06:09 20 report Form 05-102 was also not filed; correct?
 21 A Yes. That's what it says.
 22 Q Okay. Looking at the bottom left we see Swartz
 23 IP Services Group, Inc., with a Houston, Texas, address;
 24 correct?
 10:06:21 25 A Yes.

Page 23

10:06:22 1 Q What was located at that address?
 2 A I don't know.
 3 Q Why was that address selected for Swartz IP?
 4 A I don't know.
 10:06:30 5 MR. WIECHERT: Calls -- assumes facts not in
 6 evidence. Calls for speculation.
 7 BY MR. WALKER:
 8 Q You can set that aside, sir. I'm going to hand
 9 you what's been marked as Exhibit 5.
 10:06:48 10 (Exhibit 5 was marked for
 11 identification by the Court Reporter
 12 and is attached hereto.)
 13 BY MR. WALKER:
 14 Q Have you seen this document before?
 10:06:54 15 A I don't think so. I don't recall specifically.
 16 Q Looking there to the left of the chart, we see
 17 a name of an entity; correct?
 18 A Yes. That is correct.
 19 Q A there's a series of entities or companies
 10:07:06 20 that go down the left side of the chart; correct?
 21 A That is correct.
 22 Q Then in the next column we see the state of the
 23 incorporation for each of those entities; correct?
 24 A Correct.
 10:07:15 25 Q And then we see the date of incorporation next

Page 24

10:07:17 1 to that column; correct?
 2 A Correct.
 3 Q And that date of incorporation is provided for
 4 each of the companies that are named; correct?
 10:07:24 5 A Yes.
 6 Q And then we see an address column followed by
 7 responsible party column; correct?
 8 A Correct.
 9 Q Now, looking at the left column, can you
 10:07:38 10 identify those entities in which you have held a
 11 position as officer or director at any time?
 12 A CAC Group, Integrated Administration, K.Jam
 13 Media. I think that's it.
 14 Q So you're testifying under oath that you've
 10:08:12 15 never been an officer of Swartz IP Services Group, Inc.?
 16 A No, I've not been an officer of Swartz IP.
 17 Q Now, you mentioned Frymi Biedak earlier.
 18 What -- what was her role in connection with the various
 19 companies that we just saw?
 10:08:38 20 A She was David Bergstein's assistant. She had
 21 been with him for many, many years. Twenty years or
 22 something. She handles things for David. David was in
 23 control of all of this. And at his instructions, she
 24 would do whatever he requested from -- she had a stamp
 10:08:55 25 of his signature from signing -- stamping documents, to

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10:08:58 1 stamping checks, to wires, transfers back and forth.
 2 She did everything for David Bergstein.
 3 Q In relation to the various companies?
 4 A In relation to the various companies; correct.
 10:09:09 5 Q Did you also operate out of the same office
 6 with Ms. Biedak for a period of time?
 7 A That's correct.
 8 Q Okay. What was the first address that you
 9 inhabited where Ms. Biedak was also resident?
 10:09:23 10 A This building.
 11 Q And what -- when was that -- over what period
 12 of time were you at -- at 10100 Santa Monica Boulevard
 13 in Century City?
 14 A It was -- I'm going to guess the dates; I'm not
 10:09:35 15 sure -- in the mid 2000s to 2005, '6. I'm not sure
 16 when. We were in this building for a little while, and
 17 then we moved to a building -- you know, we hopped from
 18 building to building in this little one kind of
 19 little -- you know, between here and Westwood for a
 10:09:53 20 number of years.
 21 And then we were in the Fox Plaza building,
 22 which is just down the street right here on Avenue of
 23 the Stars. It says Fox Plaza. The Nakatomi building
 24 from the "Die Hard" movies.
 10:10:01 25 And then we moved, I think, from there to Santa

Page 26		Page 28	
10:10:10	1 Monica -- well, before Santa Monica we moved to	10:11:56	1 A Yes.
	2 Westwood. There was a -- either before or after Santa	2	Q Let me show you what's been marked as
	3 Monica we were at Westwood at the Napa Valley Grill	3	Exhibit 6.
	4 building, and then Santa Monica.	4	(Exhibit 6 was marked for
10:10:20	5 Q So --	10:12:01	5 identification by the Court Reporter
	6 A Colorado.	6	and is attached hereto.)
	7 Q -- over how many years did you occupy on office	7	BY MR. WALKER:
	8 with Ms. Biedak and Mr. Bergstein?	8	Q Now, you know, e-mails, of course, start at the
	9 A Five, six, seven years.	9	bottom and work up. So if you look at the first full
10:10:31	10 Q And that included all the moves you just	10:12:15	10 e-mail on this page, it's dated November 8, 2011, at
	11 described?	11	7:02 p.m., from a Mr. Woodward to Frymi with a courtesy
	12 A Yes, it did. The longest period was in the	12	copy to Mr. Bergstein and to you; correct?
	13 Colorado space, which was, I think, three years. Close	13	A Yes. That is correct.
	14 to three years.	14	Q And the subject is Swartz IP Services; correct?
10:10:40	15 Q Okay. And Mr. Bergstein was operating his	10:12:32	15 A Correct.
	16 companies out of that address at each instance?	16	Q Who is Mr. Woodward?
	17 A Yes. He -- he was not the guy who would come	17	A I don't know.
	18 to office every day. He would come into office	18	Q What was his role?
	19 infrequently. But, yes, that was his address and that's	19	A I don't know.
10:10:54	20 where Frymi and the rest of the staff were.	10:12:38	20 Q Well, you can read what he wrote about Swartz
	21 Q And that was also -- each of these addresses	21	IP Services. And then you had a question that you
	22 that you shared with Mr. Bergstein and Ms. Biedak were	22	directed to Frymi Biedak shortly thereafter: "Is this
	23 the same address where you conducted your -- your	23	the one the KJM owns"; correct?
	24 business operations?	24	A Uh-huh.
10:11:06	25 A That is correct. But I used Majid's address as	10:13:00	25 Q What was KJM signifying there?
Page 27		Page 29	
10:11:09	1 well for -- for, you know, bills and stuff -- things	10:13:02	1 A K.Jam Media.
	2 like that. So I had two addresses. I also have a PO	2	Q So you were asking Frymi Biedak if Swartz IP
	3 box where, if I'm not home, stuff gets shipped to my PO	3	Services was owned by one of your companies?
	4 box.	4	A Yes.
10:11:21	5 Q Now, was your impression that Ms. Biedak was	10:13:11	5 Q Why did you not already know that?
	6 knowledgeable about assisting Mr. Bergstein on matters	6	A I -- you know, Frymi was -- would do a lot of
	7 pertaining to his companies?	7	things, and -- and I would always be trying to get
	8 A Yes.	8	information from her and from David about things they
	9 Q She was knowledgeable about the formation of	9	were doing and documents that were being drafted. I was
10:11:30	10 companies?	10:13:24	10 always kind of chasing them for information. They were
	11 A 100 percent.	11	clearly in control of it.
	12 Q The necessity of having officers and	12	Q How could she have formed a company and made it
	13 directories for companies?	13	a subsidiary of K.Jam Media without your knowledge or
	14 MR. WIECHERT: Objection. Calls for	14	consent?
10:11:38	15 speculation. No foundation.	10:13:34	15 A She --
	16 BY MR. WALKER:	16	MR. WIECHERT: Objection. Assumes facts not in
	17 Q You can answer the questions.	17	evidence.
	18 A Yes.	18	BY MR. WALKER:
	19 Q Was she knowledgeable about how to set up a	19	Q You can answer the questions.
10:11:46	20 company?	10:13:40	20 A Okay. She could not have done that. I don't
	21 A Yes.	21	think she could have done that. I think that's
	22 Q And you've testified to her knowledge and	22	something Majid would have had to have done.
	23 experience based upon your experience in officing with	23	Q Well, would Majid have done that,
	24 her and working with her over a period of many years;	24	Mr. Zarrinkelk have done that without consulting you?
10:11:55	25 correct?	10:13:51	25 A No.

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<p>10:13:51 1 MR. WIECHERT: Question's vague and ambiguous</p> <p>2 as to "done that."</p> <p>3 BY MR. WALKER:</p> <p>4 Q So why were you asking Ms. Biedak, then, about</p> <p>10:13:57 5 whether or not your own company, K.Jam Media, owned</p> <p>6 Swartz IP?</p> <p>7 A I -- I probably just wanted clarity. There was</p> <p>8 a lot of entities running around. I didn't know who</p> <p>9 this guy was, probably. I was just trying to get more</p> <p>10:14:09 10 information. There's a lot of times me asking David and</p> <p>11 Frymi for information trying to get to the bottom of</p> <p>12 what's what.</p> <p>13 Q Well, she responded to you saying that "Swartz</p> <p>14 IP was owned by K.Jam and Owari, but Kia Jam will be</p> <p>10:14:21 15 named as responsible party when we file for an employer</p> <p>16 ID number"; correct?</p> <p>17 A That's what she responded, yes.</p> <p>18 Q Okay. And what did you understand that it</p> <p>19 meant when she said that K.Jam would be named as a</p> <p>10:14:32 20 responsible party?</p> <p>21 A I don't know what I understood then, but I</p> <p>22 understand what that means now is when you file for an</p> <p>23 EIN, the responsible party is the one that's responsible</p> <p>24 for the taxes.</p> <p>10:14:44 25 Q Now, we didn't see an e-mail from you where you</p>	<p>10:15:46 1 A Yes, I do. He had two -- two e-mail addresses</p> <p>2 that he used a lot. That was one of them. The other</p> <p>3 one was a Graybox e-mail. Those are two that I know.</p> <p>4 If he had more, I'm not aware.</p> <p>10:15:54 5 Q Why would he be using a e-mail which a Chinese</p> <p>6 domain?</p> <p>7 A I don't --</p> <p>8 MR. WIECHERT: Calls for speculation.</p> <p>9 THE WITNESS: I'm sorry. I don't know why</p> <p>10:16:03 10 David did a lot of what he did.</p> <p>11 BY MR. WALKER:</p> <p>12 Q Let me hand you what's been marked here as</p> <p>13 Exhibit 7.</p> <p>14 (Exhibit 7 was marked for</p> <p>10:16:15 15 identification by the Court Reporter</p> <p>16 and is attached hereto.)</p> <p>17 THE WITNESS: Okay.</p> <p>18 BY MR. WALKER:</p> <p>19 Q If you could take a look at these records, sir,</p> <p>10:16:21 20 for a few minutes. Let me know when you've completed</p> <p>21 your review.</p> <p>22 A Thank you kindly.</p> <p>23 How thoroughly do you need me to read every</p> <p>24 page?</p> <p>10:16:28 25 Q Just -- just take a look at it and then I'll</p>
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<p>10:14:48 1 asked any further questions in this regard.</p> <p>2 Did you simply accept Ms. Biedak's answer?</p> <p>3 MR. WIECHERT: Calls for speculation. No</p> <p>4 foundation.</p> <p>10:14:56 5 THE WITNESS: I don't recall. I might have</p> <p>6 called her or called David and asked them. And,</p> <p>7 ultimately, I think Graybox was the entity, which is</p> <p>8 David Bergstein's entity, that became the responsible</p> <p>9 party. So none of this happened.</p> <p>10:15:08 10 BY MR. WALKER:</p> <p>11 Q But, certainly, the idea that your own company</p> <p>12 K.Jam Media would be an owner of Swartz IP and would be</p> <p>13 named as responsible party was under consideration as of</p> <p>14 November 9, 2011; correct?</p> <p>10:15:21 15 MR. WIECHERT: The question's vague and</p> <p>16 ambiguous. Calls for speculation.</p> <p>17 THE WITNESS: It was under consideration by</p> <p>18 Frymi and David. They're just notifying me what their</p> <p>19 thoughts were. I don't recall what my response or</p> <p>10:15:30 20 question. Or, you know, if I called David afterwards,</p> <p>21 said, What are you doing? What is this? I don't recall</p> <p>22 what I did, but this clearly did not happen.</p> <p>23 BY MR. WALKER:</p> <p>24 Q Now, Mr. Bergstein is using an e-mail address</p> <p>10:15:41 25 david@abxxyz.cc. Do you see that?</p>	<p>10:16:42 1 only have certain parts that I --</p> <p>2 A Okay.</p> <p>3 Q -- I will ask you about. But I want to give</p> <p>4 you the courtesy of being able to review the document.</p> <p>10:16:47 5 A I appreciate that courtesy. Thank you kindly.</p> <p>6 Yes. I understand what this is.</p> <p>7 Q Okay. So this is a set of records pertaining</p> <p>8 to Swartz IP Services Group; correct?</p> <p>9 A Yes, that is correct.</p> <p>10:17:07 10 Q Okay. And the first page of Exhibit 7 is an</p> <p>11 e-mail dated November 9, 2011, from an</p> <p>12 mkatz@vcorpservices with a courtesy copy to</p> <p>13 Mr. Bergstein, Mr. Solomon, and to you; correct?</p> <p>14 A Correct.</p> <p>10:17:25 15 Q Turning to the second page, 499, again we see</p> <p>16 now the certificate of formation of Swartz IP Services</p> <p>17 Group; correct?</p> <p>18 A Yes, sir.</p> <p>19 Q And, again, do you have any idea what was</p> <p>10:17:38 20 actually located at 10101 Fondren Road in Houston,</p> <p>21 Texas?</p> <p>22 A No, sir.</p> <p>23 Q Do you have any idea why that address was</p> <p>24 selected?</p> <p>10:17:47 25 A No, sir.</p>

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10:17:48	1 Q Director -- under Article 3, directors --	10:19:37	1 sure that there's no double negative. He asked you, you
	2 director one is identified as Aaron Grunfeld; correct?		2 never possessed it?
	3 A Yes, sir.		3 THE WITNESS: Oh. I never -- I'm sorry if I
	4 Q What was your understanding was Aaron		4 was unclear. I never possessed the stamp.
10:17:56	5 Grunfeld's role?	10:19:46	5 Thanks for clarifying that.
	6 A I know Aaron to be an attorney. I don't know		6 BY MR. WALKER:
	7 what his role is here. I was not -- this was -- I -- I		7 Q Where was the stamp kept?
	8 didn't have anything to do with the formation of this		8 A Frymi kept it locked up in her office. I don't
	9 company, so I can't tell you what his role was here.		9 know if she took it home at night or not.
10:18:08	10 But I do know Mr. Aaron Grunfeld.	10:19:58	10 Q And you never used the signature stamp on a
	11 Q Turning to next page, 500, the -- the organizer		11 single occasion?
	12 is identified as Effie Stern.		12 A No, sir.
	13 Do you see that?		13 Q Not even at Mr. Bergstein's request?
	14 A Yes, I do.		14 A No, sir. I never had possession of the stamp.
10:18:19	15 Q What was Mr. Stern's role?	10:20:09	15 Q If you could turn to Page 508, please.
	16 A Again, I don't know. I would assume that --		16 Now, we see that there are two officers
	17 MR. WIECHERT: Don't -- don't assume.		17 designated for Swartz IP, one being president and one
	18 THE WITNESS: I don't know. I don't know. I		18 secretary, and they're both David Bergstein; correct?
	19 had nothing to do with the formation of this company.		19 A That's what it says, yes.
10:18:31	20 BY MR. WALKER:	10:20:20	20 Q Okay. But Mr. Bergstein was not designated as
	21 Q Did you ever work with Mr. Stern on any		21 vice president, was he?
	22 particular matter or entity?		22 A Not according to this.
	23 A I don't specifically recall.		23 MR. WIECHERT: The document speaks for -- for
	24 Q Turning to Page 501, please.		24 itself.
10:18:41	25 A Yes, sir.	10:20:27	25 THE WITNESS: I'm sorry. What did you say?
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10:18:41	1 Q There's a certificate of filing effectuating a	10:20:28	1 MR. WIECHERT: I said the document speaks for
	2 name change of Swartz IP Services Group, Inc.; correct?		2 itself.
	3 A Yes, sir.		3 THE WITNESS: Okay.
	4 Q And it changes the name to Advisory IP		4 BY MR. WALKER:
10:18:50	5 Services, Inc.; correct?	10:20:32	5 Q There's no indication as to an appointment of
	6 A Yes, sir.		6 Mr. Bergstein as vice president, is there?
	7 Q This is dated and effective June 13, 2012?		7 A No.
	8 A Yes, sir.		8 Q But if you turn to the last page, sir, or the
	9 Q Why was this name change done?		9 second-to-last page, I guess, 518, there's another name
10:19:00	10 A I have no idea, sir.	10:20:52	10 change for Swartz IP Services Group to IP Services
	11 Q Going to the next page, 502, we see a		11 Group.
	12 certificate of amendment also effectuating a name		12 Do you see that?
	13 change; correct?		13 A I see an amendment to registration and I see
	14 A I don't know what this effectuates, but I see		14 entity information, Swartz IP Services Group.
10:19:12	15 something called a certificate of amendment.	10:21:06	15 Where does it say that the name was?
	16 Q Turning to Page 504, do you recognize that as		16 Q Item 4?
	17 David Bergstein's signature stamp?		17 A Item 4, the registration -- yes, I do. I see
	18 A Yes, I do.		18 it. That's correct.
	19 Q Did you ever possess his signature stamp for		19 Q Do you know why this name change was done?
10:19:28	20 any period of time?	10:21:13	20 A No, sir.
	21 A No, sir.		21 Q What was Mr. Swartz's involvement in Swartz IP?
	22 Q You never once had possession of it?		22 A I don't know.
	23 A No, sir.		23 Q Did you ever meet Jerome Swartz?
	24 Q Do you know why it was used in this instance?		24 A Yes. On many occasions.
10:19:35	25 MR. WIECHERT: I'm sorry. I just want to make	10:21:25	25 Q What was the purpose of the meetings?

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<p>10:21:27 1 A My meetings with Jerry Swartz primarily were 2 entertainment-based. He would talk about movies he was 3 involved with, movies he funded. Some of the movies 4 that David was developing and making, I would meet with 10:21:41 5 him on those. I would update him on what was going on 6 with the movies. He would tell me about some of the 7 stuff he was doing. He was doing some brain research 8 thing in San Diego; he told me about it. And on 9 multiple occasions he would want me to help his friends. 10:21:54 10 He would have friends that wanted to be in the business, 11 or one occasion a girlfriend of his, some -- a DJ wanted 12 to be in a movie, an actress, and I would give them 13 advice and that kind of stuff. But it was all about 14 movies. 10:22:08 15 Oh, we also talked about Broadway 4D, which is 16 a project that, at one point, he almost got involved 17 with. It's a project that I've been involved with for 18 many years. 19 Q Now, there's also a company called Integrated 10:22:20 20 Administration; correct? 21 A That is correct. 22 Q What was the formal name of that company? 23 A Integrated Administration. 24 Q Did it have an Inc.? 10:22:29 25 A Oh, I don't remember. I'm pretty sure it was</p>	<p>10:23:35 1 for the services to the extent that it could, and -- and 2 that's what it did. 3 Q Who was providing -- how many employees did IA 4 have at any given time? What was the most employees it 10:23:47 5 had? 6 A I will guess probably 30. 7 Q And which company was providing employee 8 benefits, if any, for those -- 9 A IA. 10:23:54 10 Q -- employees? 11 A You mean health insurance? 12 Q Yes, sir. 13 A Yes, it was Integrated Administration, I 14 believe, yes. 10:24:00 15 Q And were those employees working for Integrated 16 Administration or for the other companies? 17 A Some worked -- they all worked for other 18 companies, but their paychecks came from Integrated 19 Administration. Some worked for Sovrin; some worked for 10:24:14 20 David; some worked for me. But the paychecks all came 21 from Integrated Administration, even though they worked 22 for other entities. 23 Q Were the employees leased to the other 24 companies? 10:24:24 25 A I don't know what that -- I don't know what</p>
Page 39	Page 41
<p>10:22:31 1 an Inc. and not an LLC, but I am not certain. 2 Q What positions did you hold in that company? 3 A I was -- it was -- it was a company that I 4 think was a subsidiary of K.Jam Media, so I -- I 10:22:39 5 possessed all of the offices in that company, I believe. 6 There were no other officers in that company, I believe. 7 Q What was the nature of business for that 8 company, Integrated Administration? 9 A I -- it was a kind of a payroll company. A 10:22:52 10 company that offered services, overhead services and 11 payroll services to other entities. 12 Q Did it offer any services or perform any 13 services for companies other than those affiliated with 14 you and Mr. Bergstein? 10:23:06 15 A No. Not companies that were not affiliated 16 with me or Bergstein, no. 17 Q Okay. So the only companies that Integrated 18 Administration provided any services to were those 19 affiliated with you and Mr. Bergstein? 10:23:18 20 A That's correct. 21 Q And how was Integrated Administration 22 compensated for those services? 23 A It -- we would take -- you know, we would 24 sometimes advance monies and we would take fees. We 10:23:30 25 would take -- you know, we would -- IA would take fees</p>	<p>10:24:26 1 that means. Leased? 2 Q Yes, sir. Did -- was Integrated Administration 3 leasing its employees to these other companies that 4 those employees were working for? 10:24:36 5 A I don't know what that means. I don't know 6 what it means to lease an employee. Sorry. 7 Q Did Integrated Administration have a contract 8 that defined the parameters and the -- the circumstances 9 of Integrated's compensation from the other entities for 10:24:55 10 whom its employees worked? 11 A No. Not that I recall. 12 Q Let me hand you what's been marked as 13 Exhibit 8. 14 (Exhibit 8 was marked for 10:25:05 15 identification by the Court Reporter 16 and is attached hereto.) 17 BY MR. WALKER: 18 Q This is a series of checks drawn on the Swartz 19 IP account. If you could turn to the second page, 10:25:14 20 please. 21 A Okay. There's no number here. 22 Q I know, sir. I know. These -- 23 A Is the check No. 1026? 24 Q Yes, sir. The numbers -- actually, this little 10:25:23 25 box on the left, these banks -- these records were</p>

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10:25:26	1	produced pursuant to a subpoena issued to the financial	10:27:03	1	he issued it.
	2	institution.		2	Q Was -- did Integrated Administration issue an
	3	A Okay. I just want to make sure we're talking		3	invoice for -- requiring this payment?
	4	about the same document.		4	A I would issue to David -- I would let David
10:25:33	5	Q So these were actually produced by the bank.	10:27:11	5	know on a regular basis what our cash needs were with
	6	A Great.		6	the breakdown of this much is for payroll; this much is
	7	Q Going to the second page of this exhibit, do		7	rent; this much is the phone bill; this much is
	8	you see a check 1026 --		8	Internet; and this is the money we need. And he would
	9	A I do.		9	arrange the funding.
10:25:40	10	Q -- dated July 2, 2012?	10:27:23	10	Q So he would fund it on a cost basis?
	11	A I do.		11	A I don't know what that means.
	12	Q Written to a Che Sheng?		12	MR. WIECHERT: I don't know what that means
	13	A I do.		13	either.
	14	Q Who is Che Sheng?		14	BY MR. WALKER:
10:25:43	15	A I don't know.	10:27:30	15	Q Turning to the next page, there's another check
	16	Q You've never heard that name before?		16	to Integrated Administration for \$12,000; correct?
	17	A No, I have not.		17	A Yes. That's correct.
	18	Q You've never met that person?		18	Q What was the purpose of this check?
	19	A I don't think so.		19	A Same as the other check. I don't know. As I
10:25:53	20	Q Going to the next page, you see a check for	10:27:41	20	said, David was -- he would fund Integrated
	21	\$4,960 that was issued in August of 2012 to Robert		21	Administration. And I don't know what this was for at
	22	Pressler; correct?		22	the time, but...
	23	A I do, yes.		23	Q Now, once the two checks to Integrated totaling
	24	Q Who is Robert Pressler?		24	\$22,000 had been issued and deposited in the Integrated
10:26:03	25	A I don't know.	10:27:56	25	Administration account, you had access to those funds;
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10:26:05	1	Q Did you ever meet him?	10:27:58	1	correct?
	2	A I don't recall meeting Robert Pressler, no.		2	A Correct. I was the signer on the Integrated
	3	Q Looking to the endorsement where Mr. Pressler		3	Administration's account.
	4	signed, it was for RPP Enterprises.		4	Q Now, looking at the last page of this
10:26:13	5	Are you familiar with that company?	10:28:07	5	Exhibit 8. Is that your endorsement, your signature?
	6	A No.		6	A No.
	7	Q Going to the next page, we see a check for		7	Q Is that, in fact, David Bergstein's signature?
	8	\$12,000 to Graybox; correct?		8	A It looks like it. It looks like a sloppy
	9	A Yes.		9	version of his signature.
10:26:25	10	Q Why was this check issued?	10:28:21	10	Q And you're certainly familiar with
	11	A I don't --		11	Mr. Bergstein's signature?
	12	MR. WIECHERT: Calls for speculation. No		12	A Yes, that is correct.
	13	foundation.		13	Q You've seen it many, many times?
	14	THE WITNESS: I don't know. I was not in		14	A Yes, I have.
10:26:33	15	control of this account. I had nothing to do with this	10:28:26	15	Q So Mr. Bergstein also had access to the
	16	account.		16	Integrated Administration bank account?
	17	BY MR. WALKER:		17	A No. The only signers were myself and Majid.
	18	Q Going to the next page, we see a check 1052		18	Q Let me hand you what's been marked as
	19	dated December 18, 2013, in the amount of \$10,000 paid		19	Exhibit 9, sir.
10:26:46	20	to Integrated Administration; correct?	10:28:48	20	(Exhibit 9 was marked for
	21	A Yes, that's what it is.		21	identification by the Court Reporter
	22	Q Why was this check issued?		22	and is attached hereto.)
	23	A I don't know why it was issued, but David would		23	THE WITNESS: Okay.
	24	arrange funding for IA from multiple sources, and this		24	BY MR. WALKER:
10:26:59	25	was a check to Integrated Administration. I don't why	10:28:59	25	Q Have you had an opportunity to review it?

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10:29:02	1	A Yes.	10:30:50	1	November 14, 2016; correct?
	2	Q Very good. Now, on the first page of Exhibit 9		2	A Or 2021.
	3	we see an e-mail there the bottom from David Bergstein		3	Q Or 2021?
	4	to you on November 15, 2011; correct?		4	A Yes.
10:29:12	5	A Yes.	10:30:57	5	Q So it was either a five-year or a ten-year
	6	Q And he says, "Need you sign this in two places:		6	note, depending upon whether it was extended?
	7	The note and the SWOP"; correct?		7	A Yes.
	8	A Yes.		8	Q If you could look at Page 214, please.
	9	Q What did SWOP stand for?		9	Mr. Bergstein sent you by e-mail another SIP
10:29:21	10	A I don't know.	10:31:19	10	note; correct?
	11	Q Was he referencing a swap?		11	A Yes.
	12	MR. WIECHERT: Calls for speculation.		12	Q Okay. And these were two documents he was
	13	THE WITNESS: I don't know.		13	asking you to sign?
	14	BY MR. WALKER:		14	A That's correct.
10:29:27	15	Q Now, you responded three minutes later saying,	10:31:30	15	Q Okay. Did he call you back in five minutes as
	16	"Printing them now. Can you call me to tell me what		16	the first page of Exhibit 9 indicates?
	17	they are"; correct?		17	A I don't really remember.
	18	A Yes.		18	Q Did he explain the notes to you?
	19	Q And he said shortly thereafter, "Call you in		19	A I don't really remember. I'm sure if I asked
10:29:43	20	five"; correct?	10:31:40	20	him, he said, "It's part of business. It's great."
	21	A Yes.		21	At the time, things were going quite well. So
	22	Q Now, looking at the documents themselves, the		22	I -- I'm sure he said, "This is great. It's part of
	23	next page, 210, is an e-mail from David Bergstein to you		23	what we're doing. It's money we're going to use to
	24	at 4:02 p.m. forwarding what was characterized as a SIP		24	build businesses." But I don't specifically remember if
10:29:57	25	note; correct?	10:31:54	25	he called me five minutes after he sent me that e-mail.
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10:29:57	1	A Yes.	10:31:57	1	Q Did you sign those documents?
	2	Q And you understood SIP was referring to Swartz		2	A I signed them, I believe so, yes.
	3	IP?		3	Q At the time that you signed them, did you
	4	A Sure.		4	understand that you were signing a legal document?
10:30:03	5	Q The next page we actually see a Swartz IP	10:32:04	5	A Yes.
	6	Services, Inc., reference note; correct?		6	Q Did you understand that were you signing a
	7	A Yes.		7	promissory note?
	8	Q All right. And looking at the first paragraph,		8	A I didn't read it when I signed it. I was
	9	it says that, "The undersigned, Swartz IP Services,		9	signing for him at the time. He was going through a
10:30:14	10	Inc., promises to pay Wimbledon Fund (Class TT) the	10:32:13	10	pretty public bankruptcy at the time and the press had
	11	principal sum of \$25 million on November 14, 2016;		11	really gone after him and painted him in a very negative
	12	correct?		12	light at the time. And he ended up, obviously, winning
	13	A Yes.		13	that bankruptcy case, as I'm sure you know.
	14	Q So it was, effectively, a five-year note?		14	So he was vilified. He had said to me,
10:30:30	15	MR. WIECHERT: Calls for a conclusion and a	10:32:29	15	"Because of all the negative press around me, I can't be
	16	legal conclusion.		16	the front. I can't be the guy making some of these
	17	BY MR. WALKER:		17	deals. I'd like you to come in and do that. We're
	18	Q You can answer the question, sir.		18	building businesses together."
	19	A So from 2011, five years later is 2016, yes.		19	The same thing happened when we bought Miramax
10:30:41	20	Q Okay. And the date of the note there in the	10:32:42	20	right before this. He couldn't be the front of that
	21	middle right column --		21	deal and -- and I helped put that deal together and we
	22	A November 14th.		22	ended up closing that transaction. So we had just
	23	Q -- was November 14, 2011; correct?		23	closed a rather large deal and he said this is kind of
	24	A Yes.		24	the next chapter and I had to reason to believe there
10:30:48	25	Q And the principal sum would -- was due on	10:32:55	25	was anything wrong or -- or bad going on with any of

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10:32:59	1 this stuff. So he sent it to me to sign it and I signed	10:34:36	1 Q Other that assistants and staff, you and
	2 it.		2 Mr. Bergstein were the principals; correct?
	3 Q And you were content to accommodate his		3 A I was not a principal. David was a principal.
	4 difficult situation by becoming the front man?		4 David was the boss. David called all the shots. David
10:33:10	5 A I helped him out, yes.	10:34:46	5 negotiated every document. I did not.
	6 Q And in doing that, you were working together?		6 Q But you were the signatory on the documents;
	7 MR. WIECHERT: Objection. Vague and ambiguous.		7 right?
	8 BY MR. WALKER:		8 A I signed document, yes.
	9 Q Right?		9 Q And you were the signatory for Swartz IP on a
10:33:18	10 Well, let me ask you this: I mean, clearly,	10:34:53	10 \$25 million promissory note; correct?
	11 you and Mr. Bergstein were working on the transaction --		11 A Yes, I signed the document.
	12 A David was the boss. I worked for David, yes.		12 Q And you understood what you were signing?
	13 David was calling all the shots, unequivocally.		13 A I actually didn't read it when I signed it. He
	14 Q But you're a grown man; right?		14 sent it to me, said it needed signature. I had signed
10:33:31	15 A Yes, sir.	10:35:04	15 hundreds of documents for him before. When it came
	16 Q And you were a grown man back then?		16 through, he needed signatures, and I signed it.
	17 MR. WIECHERT: It's argumentative, but we'll		17 Q Let's me hand you what's been marked as
	18 stipulate that he was grown.		18 Exhibit 10, sir.
	19 BY MR. WALKER:		19 (Exhibit 10 was marked for
10:33:36	20 Q You were capable of exercising free will?	10:35:14	20 identification by the Court Reporter
	21 A Yes, I was.		21 and is attached hereto.)
	22 Q You were operating other businesses that didn't		22 MR. WALKER: Wait, hang on, hang on.
	23 involve Mr. Bergstein?		23 THE WITNESS: Do you need this back?
	24 A That's correct.		24 MR. WALKER: No, no. That -- that's yours.
10:33:43	25 Q You had the advice of Majid Zarrinkelk at any	10:35:24	25 Let me make sure I didn't -- well, for reason I don't
Page 51		Page 53	
10:33:47	1 time that you required it?	10:35:28	1 have a courtesy copy, David. Did I give you two? I
	2 A I did.		2 might have. Oh, let me have that one. That's got my
	3 Q You were able to retain counsel and seek legal		3 notes on it.
	4 advice at any time that you required it; correct?		4 THE WITNESS: Okay. I can share with him if
10:33:54	5 A I did. I didn't think I required it at this	10:35:36	5 that's okay.
	6 point. I didn't have any reason to believe David was		6 MR. WALKER: No, no, no. I've got a copy for
	7 doing anything wrong. He is a very, very smart man.		7 him. I'm sorry. I was just -- I handed it to you.
	8 And I was assuming he was getting all the legal advice		8 I've got the thick thumb going. Okay.
	9 and doing all that before he would send me something for		9 MR. WIECHERT: We didn't have time to read the
10:34:07	10 signature.	10:35:43	10 notes, Counsel.
	11 Q But there was no barrier to you contacting an		11 MR. WALKER: It's -- it wouldn't have helped.
	12 attorney and asking him to advise you on the		12 MR. WIECHERT: It wouldn't have helped anyway?
	13 ramifications and the particulars of the documents you		13 MR. WALKER: No, sir. They're barely helping
	14 were signing?		14 me.
10:34:16	15 A There were no barriers, but I didn't feel the	10:35:50	15 BY MR. WALKER:
	16 need to do that because I trusted Dave at this time.		16 Q Okay. If you could look at Exhibit 10, sir.
	17 Q Were you working with anyone else other than		17 A Yes, sir.
	18 Mr. Bergstein in connection with these promissory notes?		18 Q Let me know when you've completed your review.
	19 A No.		19 A I have.
10:34:29	20 Q Let me hand you what's been marked --	10:35:55	20 Q All right. So the first page of Exhibit 10 is
	21 A Call Frymi to fax and stuff. You know, those		21 an e-mail from Mr. Bergstein to you dated November 15,
	22 kind things, but --		22 2011; correct?
	23 Q Yes, sir. But in terms of --		23 A Yes, that's correct.
	24 A My assistant to make copies, that kind of		24 Q And he says, "The agreements I sent were wrong.
10:34:35	25 stuff, but --	10:36:05	25 Here is the corrected note. Other agreement to follow

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10:36:07	1 in a minute"; correct?	10:37:47	1 representative of SIP?
	2 A That's correct.		2 A No, I did not.
	3 Q Did you ever compare -- I take it that he was		3 Q Did you confer with Majid Zarrinkelk, your
	4 asking you to sign this \$25 million promissory note as		4 longtime friend and advisor, with respect to this
10:36:17	5 the signatory for Swartz IP?	10:37:55	5 particular document and the ramifications of signing it?
	6 A He was asking me to sign another version or		6 A No, I did not. I didn't feel like I needed to.
	7 draft of it, it seems to me.		7 Like I said, I didn't have any reason to think David was
	8 Q Did you ever compare the one that you signed		8 doing anything but things that are up and up at this
	9 with this one to determine the differences between the		9 time. And he needed me to sign it and I did.
10:36:28	10 two documents?	10:38:09	10 Q So it's your position that when you engage in
	11 A No, sir.		11 business, if you don't suspect that someone's committing
	12 Q But, again, you understood you were going to be		12 a crime, you just sign \$25 million obligations without
	13 the signatory on a \$25 million promissory note for		13 even reading them?
	14 Swartz IP?		14 MR. WIECHERT: The question's argumentative.
10:36:37	15 A No.	10:38:21	15 Incomplete hypothetical. Calls for speculation.
	16 MR. WIECHERT: The question's asked and		16 BY MR. WALKER:
	17 answered.		17 Q Please answer the question, sir.
	18 THE WITNESS: No.		18 A No. I -- I did that for David at the time and
	19 BY MR. WALKER:		19 it's been the bane of my existence since.
10:36:42	20 Q Let me hand you what's been marked as	10:38:34	20 Q Was it your custom not to sign -- not to review
	21 Exhibit 11, sir.		21 any legal documents, leases, that sort of thing that you
	22 (Exhibit 11 was marked for		22 signed?
	23 identification by the Court Reporter		23 A No, I would -- if -- you know, I would, on --
	24 and is attached hereto.)		24 on multiple occasions, get legal advice when I felt like
	25 ///	10:38:47	25 I needed it. And in this case, like I said, I thought
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10:36:52	1 BY MR. WALKER:	10:38:49	1 this was all part of doing the business that we were
	2 Q Let me know when you've completed your review		2 doing. And he had brought in new financiers and we were
	3 of the document.		3 going to build wonderful businesses and, you know, be
	4 A I know what this document is.		4 successful.
10:37:05	5 Q All right, sir. Exhibit 11 starts with an	10:38:59	5 Q Did you consider --
	6 e-mail from Mr. Bergstein to you dated November 15,		6 A I thought these were all part of that.
	7 2011; correct?		7 Q Excuse me, sir.
	8 A That is correct, sir.		8 A I'm sorry. I interrupted you.
	9 Q And the attachment is a clean JSI SWOP 2;		9 Q Did you consider yourself to be a partner with
10:37:17	10 correct?	10:39:05	10 David Bergstein in these enterprises?
	11 A Yes, sir.		11 A No. It was David Bergstein's --
	12 Q Was this the other corrected document that		12 Q You were working together; correct?
	13 Mr. Bergstein wanted you to sign?		13 A Yes, we worked together.
	14 A I don't know if this was the other one, but		14 Q And you anticipated that you would profit from
10:37:23	15 this was a document he wanted me to sign.	10:39:13	15 these enterprises; correct?
	16 Q Okay. And this was a \$25 million note purchase		16 A Yes, I did.
	17 agreement date November 14, 2011; correct?		17 Q You were doing this for money; correct?
	18 A Yes.		18 A Yes.
	19 Q Did you review this document prior to signing		19 Q Now, did Mr. Bergstein tell you not to read the
10:37:35	20 it?	10:39:21	20 document before signing it?
	21 A No.		21 A No, sir.
	22 Q Did you, in fact, sign it?		22 Q Did Mr. Bergstein tell you not to get legal
	23 A I believe I did, yes.		23 counsel before signing it?
	24 Q Did you seek the advice of legal counsel with		24 A No, sir.
10:37:44	25 respect to the ramifications of your signing this as a	10:39:29	25 Q Did Mr. Bergstein instruct you not to consult

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10:39:31	1	Mr. Zarrinkelk prior to signing it?	10:41:22	1	A Yes.
	2	A No, sir.		2	Q And the attachment, you indicated, was a SIP
	3	Q And by "it," I'm referring to the Swartz IP		3	note PDF and the SIP note purchase agreement PDF;
	4	note purchase agreement.		4	correct?
10:39:39	5	A This thing.	10:41:31	5	A Yes.
	6	Q Yes, sir.		6	Q And the subject that you typed in was SIP
	7	A Yes.		7	documents; correct?
	8	Q So Mr. Bergstein never instructed you not to		8	A I didn't type that in. It's just a forward.
	9	secure legal counsel, or any type of financial advice,		9	Q Fair enough.
10:39:45	10	or to consult Mr. Zarrinkelk prior signing this	10:41:37	10	Now, who is Mr. Weinskoski?
	11	document?		11	A My assistant at the time.
	12	A No. He would send them to me need and need		12	Q So what did he do in relation to this
	13	signatures right way. So he would call and say, "I just		13	particular e-mail?
	14	sent you something. I need the signature right away."		14	A He probably scanned the documents, named them,
10:39:55	15	Q So in each instance, whether it was the	10:41:50	15	and forwarded them to me.
	16	reference note that we've seen earlier for \$25 million		16	Q Okay. And then when he did that, they were
	17	that you signed on behalf of Swartz IP, or the note		17	documents you had already signed?
	18	purchase agreement for \$25 million that you signed on		18	A Yes. I would imagine so, yes.
	19	behalf of Swartz IP, it was your affirmative decision		19	Q And then you forwarded the e-mail along with
10:40:10	20	not to consult legal counsel; correct?	10:42:01	20	the --
	21	A My affirmative decision? I didn't feel like I		21	A Attachments.
	22	needed to. I trusted David that everything was in		22	Q -- the executed documents to Mr. Bergstein?
	23	order.		23	A Correct.
	24	Q So you didn't consult legal counsel on that		24	Q And you state in your e-mail, "As promised, I
10:40:21	25	occasion, did you?	10:42:09	25	signed the note and one sig on the NPA (I did not sign
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10:40:22	1	A No, I did not.	10:42:09	1	the note and the NPA as it was an exhibit). I hope this
	2	Q And that was your decision to make, was it not?		2	is correct. Thanks."
	3	A Yes.		3	Did I read that correctly?
	4	Q Likewise, you didn't consult Mr. Zarrinkelk as		4	A Yes.
10:40:29	5	your financial advisor with respect to either the	10:42:24	5	Q And it was your anticipation at the time that
	6	reference note or the note purchase agreement prior to		6	you executed these and sent these to Mr. Bergstein that,
	7	signing it?		7	ultimately, you would benefit financially from these
	8	A That's correct. I did not consult him.		8	transactions; correct?
	9	Q And that was your decision not to consult him?		9	A Yes. Ultimately, we were building businesses
10:40:40	10	A Yes.	10:42:34	10	that we would all benefit from.
	11	Q And at no time did Mr. Bergstein instruct you		11	Q And looking to Page 252.
	12	not to consult counsel, legal counsel, or		12	A Yes.
	13	Mr. Zarrinkelk?		13	Q You signed this document; correct?
	14	A That's correct.		14	A I did.
10:40:48	15	Q Let me hand you what's been marked as	10:42:44	15	Q And you signed it as the signatory, the
	16	Exhibit 12.		16	representative for Swartz IP Services Group, Inc.;
	17	(Exhibit 12 was marked for		17	correct?
	18	identification by the Court Reporter		18	A Yes.
	19	and is attached hereto.)		19	Q And you printed your name, Kia Jam, there;
10:40:56	20	BY MR. WALKER:	10:42:54	20	correct?
	21	Q Let me know when you've completed your review		21	A Yes.
	22	of the document, sir.		22	Q And under title you wrote vice president;
	23	A I have.		23	correct?
	24	Q Exhibit 12 on the first page is an e-mail from		24	A Yes.
10:41:15	25	you to David Bergstein dated November 15, 2011; correct?	10:43:00	25	Q And you understood the ramifications of

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10:43:02	1 signifying that you were a vice president of a	10:44:34	1 A Yes.
	2 corporation at the time that you signed this document;	2	Q Going to the next, Page 254.
	3 correct?	3	A Okay.
	4 MR. WIECHERT: The question's vague and	4	Q Now, this is the note purchase agreement that
10:43:09	5 ambiguous.	10:44:46	5 we've referenced earlier; correct?
	6 THE WITNESS: I don't know what to do.	6	A Yes. I think so.
	7 BY MR. WALKER:	7	Q And this is a \$25 million note purchase
	8 Q Sir, let me explain to you what's going on. So	8	agreement; correct?
	9 your counsel has the right to tender an objection,	9	A Yes.
10:43:16	10 usually to the form of my question.	10:44:55	10 Q And you understood at the time that you
	11 A Okay.	11	executed this document that it was a material document;
	12 Q To protect your rights.	12	correct?
	13 A Okay.	13	MR. WIECHERT: Calls for speculation.
	14 Q Which he can then urge that objection to the	14	THE WITNESS: I don't know what that means.
10:43:26	15 court later.	10:45:04	15 MR. WIECHERT: Vague and ambiguous.
	16 A So I answer your question no matter what; I		16 THE WITNESS: I don't know what that means.
	17 don't have to stop?	17	BY MR. WALKER:
	18 Q Unless he instructs you not to answer --	18	Q Okay. You understood at the time that you
	19 A Okay. Go ahead.	19	signed the note purchase agreement that it was a legal
10:43:30	20 Q -- he's simply making his objection for the	10:45:11	20 document; correct?
	21 record --	21	A Yes.
	22 A Okay.	22	Q Okay. And you understood that a \$25 million
	23 Q -- to be dealt with before the court --	23	potential transaction was a serious transaction?
	24 A I understand.	24	MR. WIECHERT: The question's vague and
10:43:35	25 Q -- later as he chooses and you're free to	10:45:18	25 ambiguous.
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10:43:37	1 answer. So it -- I know it's difficult to focus while	10:45:20	1 THE WITNESS: Yes.
	2 someone's speaking to the side of you and someone's	2	BY MR. WALKER:
	3 speaking to the front of you, and it's not a natural	3	Q Do you consider a \$25 million transaction to be
	4 process. But allow him to complete his objection and	4	serious?
10:43:47	5 when he's done, unless he specifically instructs you not	10:45:25	5 A Yes, sir.
	6 to answer, then you're expected to answer --	6	Q And you understood at the time you were
	7 A Thank you for explaining it.	7	executing this document that it was purporting to create
	8 Q -- consistent with your oath.	8	a \$25 million transaction?
	9 A Can you repeat the question, please?	9	A Yes.
10:43:58	10 Q Yes, sir. At the time that you signed this	10:45:37	10 Q Now, if you could go to Page 274, please.
	11 document that's part of Exhibit 12 entitled the "Swartz	11	There we see the signature line for Swartz IP Services
	12 IP Services Group, Inc., reference note due November 14,	12	Group, Inc.; correct?
	13 2016," that's your signature that appears there as the	13	A Yes.
	14 representative of Swartz IP; correct?	14	Q And we see your signature there; correct?
10:44:16	15 A Yes. Correct.	10:45:54	15 A Yes.
	16 Q And you printed your name there to signify who	16	Q And you wrote in your name, printed it so
	17 it was?	17	people would -- would be able to discern who signed it;
	18 A Yes.	18	correct?
	19 Q And you wrote in the title vice president;	19	A Yes. Correct.
10:44:22	20 correct?	10:46:02	20 Q And you wrote in the title of vice president;
	21 A Yes.	21	correct?
	22 Q And you understood, based upon your prior	22	A Yes.
	23 experience with your own companies, the significance of	23	Q And, again, when you signed the note purchase
	24 indicating that you were a vice president of Swartz IP	24	agreement at the time that you indicated you were an
10:44:31	25 Services Group with this signature; correct?	10:46:12	25 officer, a vice president of Swartz IP, you understood

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10:46:14	1 the significance of that; correct?	10:47:54	1 on a few occasions, correct.
	2 A Yes.	2	Q Prior to signing the note purchase agreement?
	3 MR. WIECHERT: Objection. Calls for a	3	A I believe so, yes. He actually came to the
	4 conclusion.	4	office and was in the office on and off. He and his
10:46:20	5 BY MR. WALKER:	10:48:07	5 partners had come to L.A. a number of times to meet with
	6 Q And you understood at the time that you signed	6	David and other parties. I had met them. We had dinner
	7 the note purchase agreement in your capacity as vice	7	on one occasion. And then he would just come and sit in
	8 president of Swartz IP that you were representing that	8	the office right outside of David's office in a cubicle
	9 you were, in fact, a vice president of that corporation;	9	once in a while and be there for a few days and make
10:46:30	10 correct?	10:48:23	10 phone calls and whatnot.
	11 A I asked David what am I signing as and he told	11	Q And was Mr. Wellner amenable to answering any
	12 me sign as VP, and I signed as VP.	12	questions you might have about this transaction?
	13 Q Yes, sir. But when you did that, you	13	MR. WIECHERT: Objection. No foundation.
	14 understood the significance of denoting that you were a	14	Calls for speculation.
10:46:41	15 VP; correct?	10:48:35	15 THE WITNESS: I didn't talk shop with Keith.
	16 MR. WIECHERT: Vague and ambiguous.	16	Our discussions were, you know, light and fluffy.
	17 THE WITNESS: I just signed it. He said he	17	Nothing about business, really. It was more about they
	18 needed it and I signed and I sent it back to him.	18	wanted office space; I'd find office space. What hotel
	19 BY MR. WALKER:	19	were they staying at? I told them I have hotel deals
10:46:48	20 Q Yes, sir. But my question is, at the time that	10:48:48	20 around town if they needed reservations in town.
	21 you signed this note purchase agreement for -- as a	21	I was more like a concierge service for him.
	22 signatory for Swartz IP Services, you understood that	22	We did not talk about business. All this stuff was done
	23 you were signifying that were you vice president of that	23	with David. David was the one who negotiated all of
	24 corporation; correct?	24	these things with all the parties and all the people.
10:46:59	25 A Yes. I understood that.	10:48:59	25 BY MR. WALKER:
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10:47:01	1 Q Did you read this note purchase agreement	10:48:59	1 Q And yet you were the party that signed them;
	2 before you signed it?	2	correct?
	3 A No.	3	A Yes.
	4 Q Going to the next page, 275.	4	Q And did you ever take occasion to ask
10:47:08	5 A Yes.	10:49:04	5 Mr. Wellner about the significance of the documents you
	6 Q Do you see the Schedule A entitled "Information	6	were signing?
	7 Relating to Purchaser"?	7	A I did not talk to Keith Wellner about this.
	8 A Yes.	8	Q Was there any barrier preventing you from doing
	9 Q Why was the principal amount of notes to be	9	that?
10:47:18	10 purchased set at 25 million?	10:49:13	10 A No, sir.
	11 A I have no idea.	11	Q Did Mr. Bergstein ever instruct you that at any
	12 Q And you signed it nonetheless?	12	time Mr. Wellner was visiting here in California, that
	13 A I didn't sign this document. Is this part of	13	you were not to talk to him about --
	14 the same document?	14	A No, sir.
10:47:26	15 Q Yes, sir.	10:49:19	15 Q -- this note purchase agreement?
	16 A I don't know. I did not read this document.	16	A No, sir.
	17 Q Now, going down to Item 2 on that same page, it	17	Q Did Mr. Bergstein instruct you that at any time
	18 states, "All communications including notice of payments	18	that Mr. Wellner was visiting in California, that you
	19 and written confirmation of such wire transfers would be	19	were not to talk to him about the reference note?
10:47:41	20 directed to Keith D. Wellner, the chief operating	10:49:28	20 A No, sir.
	21 officer at Weston Capital Management."	21	Q Was there any barrier to you actually just
	22 Did I read that correctly?	22	walking up and initiating a conversation with him at any
	23 A Yes, you did.	23	time he was visiting here to ask him about those two
	24 Q Had you met with or talked with Mr. Wellner?	24	transactions?
10:47:53	25 A Yes. I had met Keith Wellner and talked to him	10:49:39	25 A No.

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<p>10:49:39 1 Q Was there any barrier that prevented you from</p> <p>2 picking up the phone and calling him, given the fact you</p> <p>3 had already met with him and socialized with him, to ask</p> <p>4 him any questions about these two documents?</p> <p>10:49:50 5 A No.</p> <p>6 Q Now, did you also ever meet a gentleman named</p> <p>7 Hallac?</p> <p>8 A Albert Hallac, yes.</p> <p>9 Q And did he also visit here in California?</p> <p>10:50:02 10 A Yeah, he -- I met him in California on probably</p> <p>11 two or three occasions. He was at that same dinner we</p> <p>12 talked about. A big dinner with a whole bunch of</p> <p>13 people. And in the office once or twice I shook his</p> <p>14 hand. And that was about the extent of my dealings with</p> <p>10:50:16 15 him as well. There was a couple of e-mails back and</p> <p>16 forth. More about, you know, again, office stuff and</p> <p>17 things of that sort. But I never discussed any shop</p> <p>18 talk with Albert Hallac.</p> <p>19 Q Now, Mr. Hallac was also an officer with Weston</p> <p>10:50:29 20 Capital Management; correct?</p> <p>21 A I understand that to be case, yes.</p> <p>22 Q And did Mr. Bergstein ever instruct you not to</p> <p>23 ask Mr. Hallac about any aspect of either the note</p> <p>24 purchase agreement or the reference note that you</p> <p>10:50:39 25 signed?</p>	<p>10:51:36 1 THE WITNESS: No. I'm aware that they pled</p> <p>2 guilty. I don't know specifically to what.</p> <p>3 BY MR. WALKER:</p> <p>4 Q And Mr. Bergstein, I take it you're aware, is</p> <p>10:51:44 5 serving an eight-year sentence in federal prison for his</p> <p>6 involvement with the Swartz IP transaction that you</p> <p>7 participated in?</p> <p>8 MR. WIECHERT: Also objecting on the grounds of</p> <p>9 relevance.</p> <p>10:51:54 10 THE WITNESS: I know that David Bergstein is</p> <p>11 serving a sentence. He had a trial and he was</p> <p>12 convicted. I don't really know the specifics of what</p> <p>13 specifically what he was convicted for. But, yes, I do</p> <p>14 know that he is serving time in a penitentiary.</p> <p>10:52:07 15 BY MR. WALKER:</p> <p>16 Q A federal prison?</p> <p>17 A I don't know where he -- what -- I mean, he's</p> <p>18 at a place called Taft. I don't know if it's federal or</p> <p>19 not. But, yes, he is behind -- he is incarcerated.</p> <p>10:52:18 20 Q Have you visited Mr. Bergstein since he's</p> <p>21 arrived in California at the prison here?</p> <p>22 A No, sir.</p> <p>23 Q When was the last time you spoke to</p> <p>24 Mr. Bergstein?</p> <p>10:52:25 25 A I spoke to David during his trial. He called</p>
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<p>10:50:39 1 A No, sir.</p> <p>2 Q Was there any barrier preventing you from</p> <p>3 contacting Mr. Hallac at any time either over the phone</p> <p>4 or when he was here visiting to ask him about either one</p> <p>10:50:48 5 of those two legal documents?</p> <p>6 A No, sir.</p> <p>7 Q Now, you understand that both Mr. Wellner and</p> <p>8 Mr. Hallac have entered guilty pleas in connection with</p> <p>9 this fraud --</p> <p>10:51:04 10 MR. WIECHERT: Objection.</p> <p>11 BY MR. WALKER:</p> <p>12 Q -- involving Swartz IP; correct?</p> <p>13 MR. WIECHERT: Objection. Relevance.</p> <p>14 THE WITNESS: I know that they've entered</p> <p>10:51:08 15 guilty pleas. I don't really know the specifics of what</p> <p>16 it was, but I know it had to do with, you know, this</p> <p>17 whole world. But I don't know the specifics of what</p> <p>18 they pled to or whatever. But, yes, I do know that they</p> <p>19 have pled guilty.</p> <p>10:51:21 20 BY MR. WALKER:</p> <p>21 Q So you're aware that Mr. Hallac and Mr. Wellner</p> <p>22 pled guilty to various crimes that they were alleged to</p> <p>23 have committed relating, at least in part, to the Swartz</p> <p>24 IP transactions that you participated in; correct?</p> <p>10:51:34 25 MR. WIECHERT: Objection. Relevance.</p>	<p>10:52:30 1 me looking for documents that I might have had in my</p> <p>2 possession. He called me about that. And that was the</p> <p>3 last time I spoke to David.</p> <p>4 Q Did you provide him any documents?</p> <p>10:52:41 5 A To the extent that I had documents, everything</p> <p>6 was provided to him and them. I had to do huge document</p> <p>7 production for -- for the government, which I did. So</p> <p>8 everything I have is out there.</p> <p>9 Q And when you say you had to provide a huge</p> <p>10:52:55 10 document production for the government, you're</p> <p>11 referencing in relation to Mr. Bergstein's federal</p> <p>12 trial?</p> <p>13 MR. WIECHERT: Misstates -- assumes facts not</p> <p>14 in evidence.</p> <p>10:53:05 15 BY MR. WALKER:</p> <p>16 Q Let me ask you this: When you just stated that</p> <p>17 you provided a huge document production to the</p> <p>18 government, what was that in connection with?</p> <p>19 A The -- the government, I met with them on</p> <p>10:53:15 20 multiple -- on two occasions. They asked me all about</p> <p>21 everything kind of related to Bergstein and these</p> <p>22 things, and I fully cooperated with them. I went to</p> <p>23 New York on two occasions and I sat with a room just</p> <p>24 like this with a whole bunch of agency people and I gave</p> <p>10:53:32 25 them everything, answered all of their questions, and</p>

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10:53:33	1 that was the end of that. 2 Q Okay. And when you were being interviewed, was 3 that by the U.S. Attorney's Office in New York? 4 A It was by the assistant U.S. attorney in the 10:53:45 5 Western -- Southern District? 6 MR. WIECHERT: Southern District. 7 THE WITNESS: Southern District of New York. 8 BY MR. WALKER: 9 Q And were they asking you questions about Swartz 10:53:52 10 IP? 11 A They asked about everything. I don't remember 12 specifically the questions, but I spent two -- on 13 separate occasions, two days of, you know, five, six, 14 seven, eight hours with them. And -- and they asked 10:54:03 15 everything and I had given them everything I had and 16 answered all of their questions. 17 Q Did -- did they ask you specifically about 18 different aspects of the Swartz IP transactions? 19 A I believe they did. 10:54:14 20 Q And did you provide them documents that you had 21 relating to the Swartz IP transactions in which you 22 participated? 23 A I provided them with all of the documents they 24 requested and even more. 10:54:31 25 Q Let me hand you what's been marked as	10:55:36 1 Q And any time prior to December 2, 2011, did you 2 ever have occasion to ask your good friend and attorney 3 Mr. Solomon about the ramifications of your execution of 4 either the Swartz IP note purchase agreement or the 10:55:47 5 reference note that we've already reviewed? 6 A No, sir. 7 Q There's no barrier preventing you from asking 8 your good friend and attorney Jeff Solomon about those 9 two documents prior to signing them, was there? 10:56:01 10 A No, sir. 11 Q Did Mr. Bergstein ever instruct you not to 12 consult with Mr. Solomon about either your execution of 13 the note purchase agreement or the reference note that 14 we've already looked at? 10:56:15 15 A No, sir. 16 Q And you were providing a copy of this to Keith 17 Wellner? 18 A Yes. 19 Q Why was that? 10:56:24 20 A Because David probably asked me to. 21 Q Now, you write the e-mail and you say, "Gents, 22 here are the revised docs signed." 23 Did I read that correctly? 24 A Yes, sir. 10:56:36 25 Q And then you direct a note to Keith Wellner	
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10:54:33 1 Exhibit 13, sir. 2 (Exhibit 13 was marked for 3 identification by the Court Reporter 4 and is attached hereto.) 10:54:35 5 BY MR. WALKER: 6 Q Let me know when you've completed your review. 7 A Okay. 8 Q Now, the first page of Exhibit 13 is an e-mail 9 from you dated December 2, 2011; correct? 10:55:01 10 A Yes. 11 Q And it's directed to David Bergstein, Keith 12 Wellner, Jeff Solomon, and Kia Jam; correct? 13 A Yes, sir. 14 Q So you copied yourself? 10:55:11 15 A Yes, sir. 16 Q Was that a standard practice that you 17 maintained? 18 A Sometimes. 19 Q Now, when you sent these documents to 10:55:19 20 Mr. Solomon, who did you understand that he was? 21 A Jeff Solomon was an attorney. He's been a 22 friend of mine for a long time. I've hired him on 23 multiple occasions. He had come in and was working for 24 us, I think, part-time at the time. Just, you know, 10:55:33 25 working as a lawyer.	10:56:37 1 directly. "Keith, can you please send me a copy once 2 they are fully executed"; correct? 3 A Yes, sir. 4 Q Okay. So when you reference that they were the 10:56:46 5 revised docs, did you participate in the revision? 6 A No, sir. 7 Q Did you compare the original that you were 8 provided to the revised version to determine what 9 changes had been made? 10:56:57 10 A No, sir. 11 Q Did you consult either Mr. Solomon or any other 12 legal counsel to ascertain the ramifications of the 13 changes that had been made? 14 A No, sir. 10:57:06 15 Q Was there any barrier to you retaining legal 16 counsel for that purpose? 17 A No, sir. 18 Q But you voluntarily did not do so; correct? 19 A Like I said, I did not think there was anything 10:57:18 20 nefarious. I thought this was just part of what we're 21 doing. David was doing this as part of our next kind of 22 chapter. And I did not have any reason to feel I needed 23 to get extra protection. I trusted him. He was the guy 24 running the shop. He was the guy making all these 10:57:32 25 decisions and dealing with all these people. And I		

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<p>10:57:34 1 mistakenly trusted him.</p> <p>2 Q So I take it it's your testimony that you only</p> <p>3 consult attorneys when signing legal documents if you</p> <p>4 believe there's something nefarious going on?</p> <p>10:57:44 5 A No. In this particular case -- in this</p> <p>6 particular case, I didn't think there was any reason to</p> <p>7 consult lawyers. David would -- had a bunch of lawyers</p> <p>8 that he was dealing with that were working on a number</p> <p>9 of things with him, and I just assumed that these were</p> <p>10:57:58 10 all already vetted by -- by legal staff and I didn't</p> <p>11 need to do that.</p> <p>12 Q Even though you were the signatory, you saw no</p> <p>13 reason to secure independent legal advice to protect</p> <p>14 your own individual interest?</p> <p>10:58:11 15 A Unfortunately not.</p> <p>16 MR. WIECHERT: Objection. Asked and answered</p> <p>17 now a few times.</p> <p>18 THE WITNESS: Sorry.</p> <p>19 BY MR. WALKER:</p> <p>10:58:16 20 Q Now, when you say, "Jeff, please make sure this</p> <p>21 gets loaded up," what was that instructing Jeff to do?</p> <p>22 A Just to load it up to, like, a, probably, box</p> <p>23 or some place where the documents could be find because</p> <p>24 there was a -- always a scramble to find documents. So</p> <p>10:58:30 25 I was trying to be organized; trying to ask Keith to</p>	<p>10:59:26 1 page of the letter; correct?</p> <p>2 A Yes, sir.</p> <p>3 Q All right. And you were sending the letter to</p> <p>4 Keith Wellner for WTT as defined below, whose title is</p> <p>10:59:40 5 chief operating officer of Weston Capital Management;</p> <p>6 correct?</p> <p>7 A Yes, sir.</p> <p>8 Q Now, the first paragraph states, "This letter</p> <p>9 is to be read in conjunction with the note and NPA as</p> <p>10:59:53 10 defined below."</p> <p>11 Did I read that correctly?</p> <p>12 A Yes.</p> <p>13 Q Did you understand that to reference the</p> <p>14 reference note that you signed?</p> <p>10:59:59 15 A I did not read this letter.</p> <p>16 Q Did you understand NPA to reference the note</p> <p>17 purchase agreement that you signed?</p> <p>18 MR. WIECHERT: No foundation.</p> <p>19 THE WITNESS: I did not read this letter.</p> <p>11:00:07 20 BY MR. WALKER:</p> <p>21 Q The second sentence states, "The</p> <p>22 representations made in this letter are a material</p> <p>23 inducement to WTT, defined as Wimbledon Fund (Class TT),</p> <p>24 who has relied on the representations contained herein</p> <p>11:00:23 25 in making their decision to enter into that certain note</p>
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<p>10:58:33 1 countersign and send it back so we could have organized</p> <p>2 files.</p> <p>3 Q And you say, "I will file original."</p> <p>4 Did I read that correctly?</p> <p>10:58:41 5 A Yes.</p> <p>6 Q Where were you filing it?</p> <p>7 A These files I would probably give to David's</p> <p>8 office. Frymi would -- was the keeper of kind of all</p> <p>9 things in David's office. All the filing and stuff.</p> <p>10:58:52 10 Q So she was down the hall from you?</p> <p>11 A Yes, sir.</p> <p>12 Q It was the same office you were located at?</p> <p>13 A Yes, sir.</p> <p>14 Q Okay. Let's go to the first page -- the second</p> <p>10:59:00 15 page of this exhibit, sir, Page 282.</p> <p>16 A Okay.</p> <p>17 Q Do you see that?</p> <p>18 A Yes, I do.</p> <p>19 Q Okay. So this is the first page of a two-page</p> <p>10:59:11 20 letter dated November 17, 2011; correct?</p> <p>21 A Yes, sir.</p> <p>22 Q And it's a letter that you signed on behalf of</p> <p>23 Swartz IP Services, Inc.; correct?</p> <p>24 A Yes, sir.</p> <p>10:59:24 25 Q And your signature appears there on the second</p>	<p>11:00:27 1 dated November 14, 2011."</p> <p>2 Did I read that correctly?</p> <p>3 A You did.</p> <p>4 Q Now, when it says that these -- the</p> <p>11:00:32 5 representations made in this letter are a material</p> <p>6 inducement to WTT, do you recognize that to be the same</p> <p>7 entity that is suing you in this lawsuit?</p> <p>8 A Yes, I do.</p> <p>9 Q And you understand that Class TT, the same</p> <p>11:00:47 10 entity that's referenced in this correspondence, is</p> <p>11 suing you in part for the documents that you executed on</p> <p>12 behalf of Swartz IP?</p> <p>13 A Yes, I do.</p> <p>14 Q Going to the next section, it says, "Swartz IP</p> <p>11:01:05 15 represents and warrants as follows."</p> <p>16 And then there's a list of items; correct?</p> <p>17 A Yes, sir.</p> <p>18 Q Okay. The first item is "SIP maintains an</p> <p>19 account at Deutsche Bank, Alex Brown in its name," and</p> <p>11:01:16 20 provides an account number; correct?</p> <p>21 A That's what it says.</p> <p>22 Q Prior to signing this letter, did you engage in</p> <p>23 any rudimentary diligence to determine whether or not</p> <p>24 that account existed?</p> <p>11:01:26 25 A I did not.</p>

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<p>11:01:27 1 Q It goes on to state in Item 2, "Until such time 2 as that certain note -- and then I'll just cut down a 3 little bit -- has been repaid in full, Swartz IP agrees 4 to maintain the Deutsche Bank account and agrees not to 11:01:40 5 transfer funds out of the Deutsche Bank account other 6 than in accordance with the terms of this letter." 7 Did I read that correctly? 8 A Yes, you did. 9 MR. WIECHERT: Well, and you left out "the note 11:01:50 10 or the note purchase agreement dated November 14, 2011, 11 between WTT and SIP (NPA)." 12 MR. WALKER: I don't require any instructions 13 on how to ask a question. If you hadn't interpreted me, 14 I was going to go there. 11:02:06 15 MR. WIECHERT: Well, Counsel, when you refer to 16 one part of a sentence and leave out other significant 17 agreements in that sentence, at least based on the 18 sentence, it seems like the question is incomplete. So 19 I was trying to help you along there. 11:02:16 20 MR. WALKER: I don't require your assistance. 21 And it's only incomplete if I don't ask the next 22 question, at which point you could then make your point. 23 MR. WIECHERT: In this case, it would have 24 helped. 11:02:24 25 MR. WALKER: No, it would not have helped.</p>	<p>11:03:16 1 happy; Keith Wellner comes to the office, sits over 2 there, and no one's unhappy. I thought everything was 3 according to plan. He would send me the document and 4 say, please sign it right away, and I would sign it and 11:03:25 5 send it back to him. 6 Q Were -- 7 A I didn't feel like I needed a lawyer. I 8 thought David was, you know, talking to the hundreds of 9 lawyers that he has employed or had at the time. And 11:03:34 10 that everything was done by the book. I wasn't even -- 11 I didn't even -- I didn't even read the document. 12 Q Were the Class TT investors happy? 13 MR. WIECHERT: Calls for speculation. No 14 foundation. 11:03:46 15 THE WITNESS: I have no idea. I don't know who 16 they are. I've never interacted with them. I don't 17 know who, where, what, how. I've never had any 18 interaction with the investors of Class TT. 19 BY MR. WALKER: 11:03:57 20 Q And, again, when you're looking at this letter, 21 clearly it's a letter that you're signing on behalf of 22 Swartz IP that is making certain representations and 23 providing certain warrants; correct? 24 MR. WIECHERT: Letter speaks for itself. 11:04:11 25 THE WITNESS: Yes, the letter is making</p>
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<p>11:02:26 1 BY MR. WALKER: 2 Q Now, it goes on to also say that you agree not 3 to transfer funds out of the Deutsche Bank account in 4 accordance with the terms of the note; correct? 11:02:35 5 A That's what it says, yes. 6 Q It also goes on to say that you agree not to 7 transfer funds out of the Deutsche Bank account in 8 accordance with the terms of the note purchase 9 agreement; correct? 11:02:44 10 A And when you say "you," you mean SIP? 11 Q Yes. 12 A Okay. That's what it says, yes. 13 Q Okay. Did you understand by signing this 14 letter that you were committing Swartz IP to these 11:02:53 15 terms? 16 MR. WIECHERT: Calls for speculation. No 17 foundation. 18 THE WITNESS: I did not read this letter when I 19 signed it. 11:02:59 20 BY MR. WALKER: 21 Q Why is that? 22 A Again, as I told you, I trusted David at the 23 time. He said it's just part of ordinary course of 24 business. All this stuff is, I think, negotiated, 11:03:11 25 great. All the stuff we had to do, everybody seems</p>	<p>11:04:13 1 representations, yes. 2 BY MR. WALKER: 3 Q And had you read the letter prior to signing 4 it, you would be aware of its terms; correct? 11:04:18 5 A Yes. 6 Q And was there any instruction from 7 Mr. Bergstein not -- for you not to secure the benefit 8 of Mr. Solomon's advice, as a friend and as an attorney 9 that you knew, with respect to the ramifications of your 11:04:32 10 signing this on behalf of Swartz IP? 11 A No. 12 Q Was there any instruction from Mr. Bergstein 13 not to retain the advice of Mr. Zarrinkelk, your friend 14 and it financial advisor of many years? 11:04:42 15 A No. 16 Q You just made a voluntary decision not to 17 consult or secure advice from either Mr. Solomon or 18 Mr. Zarrinkelk with respect to your signature on this 19 letter; correct? 11:04:51 20 A I made a decision to trust that David was doing 21 everything by the book and always as he said. 22 Q Yes, sir. But affirmatively, you made a 23 decision also not to consult any advice from Mr. Solomon 24 or Mr. Zarrinkelk; correct? 11:05:04 25 MR. WIECHERT: Assumes facts not in evidence.</p>

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11:05:05	1 THE WITNESS: Yes. That is correct. I -- as I	11:06:39	1 specifically.
	2 said, I didn't feel a need to do that. I thought		2 Q So this letter was providing an almost
	3 David's got it all. He's a really smart guy. He's		3 \$4.5 million distribution of Class TT's investment funds
	4 talked to all the lawyers. He's the one dealing with		4 to a company which you held a financial interest?
11:05:15	5 all this stuff. And if I need to sign this, it's	11:06:50	5 MR. WIECHERT: Calls for a conclusion.
	6 because it needs to be signed and everything is good.		6 THE WITNESS: I held --
	7 BY MR. WALKER:		7 MR. WIECHERT: No foundation.
	8 Q But there was no barrier preventing you from		8 THE WITNESS: I held the -- I held an office
	9 securing advice from either Mr. Solomon or		9 and I helped run it, yes.
11:05:23	10 Mr. Zarrinkelk --	11:06:56	10 BY MR. WALKER:
	11 A Yes.		11 Q Now, going to Item 5B.
	12 Q -- at any time prior to your signature of this		12 A Okay.
	13 letter; correct?		13 Q SIP agreed to either -- well, let's look at A
	14 MR. WIECHERT: Asked and answered.		14 and B. Going to Item 5 on Page 282.
11:05:29	15 Argumentative.	11:07:13	15 A I see it.
	16 THE WITNESS: Yes.		16 Q "From the proceeds of the note." Did you
	17 BY MR. WALKER:		17 understand the proceeds of the note would be the funds
	18 Q There was no barrier?		18 that Class TT was investing?
	19 A There was no barrier.		19 MR. WIECHERT: Calls for speculation. No
11:05:35	20 Q Now, Item 3 says, "Upon receipt of	11:07:21	20 foundation.
	21 \$12.5 million from WTT, Swartz IP agrees to make the		21 THE WITNESS: I did not read the document, so I
	22 following distributions."		22 did not have an understanding of it at the time.
	23 Now, one is for slightly more than \$3 million		23 BY MR. WALKER:
	24 to Partners Fund; correct?		24 Q Looking at 5A, Swartz IP agreed to "either
11:05:47	25 A That's what it says.	11:07:29	25 invest the sum of 12.5 million in securities to be held
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11:05:48	1 Q What was Partners Fund?	11:07:33	1 at the Deutsche Bank account, and then to borrow the sum
	2 A I don't know.		2 of \$7.5 million against those securities, and
	3 Q What was the purpose of that \$3 million		3 thereafter, make the payments itemized in Paragraph 3."
	4 transfer of the Class TT money?		4 Did I read that correctly?
11:05:55	5 A I don't know.	11:07:44	5 A Yes, you did.
	6 MR. WIECHERT: Calls for speculation. No		6 Q So this was set up so that Swartz IP, one
	7 foundation.		7 option it had was to invest the \$12.5 million in
	8 THE WITNESS: Sorry.		8 securities that were going to be held in the Deutsche
	9 I don't know.		9 Bank account; correct?
11:06:01	10 BY MR. WALKER:	11:07:54	10 A That's what it --
	11 Q The next distribution referenced is one for		11 MR. WIECHERT: No foundation. Calls for
	12 just under \$4.5 million to or as directed by Pineboard		12 speculation.
	13 Holdings.		13 THE WITNESS: That's what I think it says.
	14 Did I read that correctly?		14 BY MR. WALKER:
11:06:11	15 A Yes, you did.	11:07:59	15 Q Yes, sir. And then to borrow against those
	16 Q And what was Pineboard Holdings?		16 securities no more than \$7.5 million dollars; correct?
	17 A Pineboard Holdings was a company that was set		17 MR. WIECHERT: Same objections. The document
	18 up as an investment vehicle right -- by -- right around		18 also speaks for itself.
	19 the time that the Weston guys kind of showed up. They		19 THE WITNESS: That's what it says, yes.
11:06:25	20 put some money into it and the money was used for	11:08:09	20 BY MR. WALKER:
	21 various, you know, deals and various overhead and		21 Q Okay. So at that point in time, if that option
	22 payroll and things of that sort.		22 had been elected, then there would -- the Deutsche Bank
	23 Q What was your position in relation to Pineboard		23 account would hold \$12.5 million in securities with a
	24 Holdings?		24 \$7.5 million loan against them; correct?
11:06:37	25 A I was an officer. I don't remember what	11:08:22	25 MR. WIECHERT: Calls for speculation. No

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11:08:23	1 foundation. 2 THE WITNESS: That's what it says. 3 BY MR. WALKER: 4 Q Okay. Or the other option was to make the 11:08:28 5 payments itemized in Paragraph 3 that we just looked at; 6 correct? 7 MR. WIECHERT: The document speaks for itself. 8 No foundation. Calls for speculation. 9 THE WITNESS: Yes. 11:08:36 10 BY MR. WALKER: 11 Q And thereafter invest the remaining \$5 million 12 in liquid securities to be held in the Deutsche Bank 13 account until such time as the note matures or 14 redemptions are called for under the note purchase 11:08:49 15 agreement. 16 Did I read correctly? 17 MR. WIECHERT: Same objections. 18 THE WITNESS: Yes. 19 BY MR. WALKER: 11:08:53 20 Q What is a redemption within the context of this 21 provision, as you understand it? 22 MR. WIECHERT: No foundation. Calls for 23 speculation. 24 THE WITNESS: Redemption means to get paid 11:09:05 25 back?	11:09:47	1 investors, in the context of this letter, getting paid 2 back? 3 A Yes. 4 Q And in it that sense, had you, if you lacked an 11:09:55 5 understanding of what a redemption was at the time you 6 signed this letter, could you have sought advice from 7 either Mr. Zarrinkelk or Mr. Solomon to inquire about 8 that concept? 9 A I could have, yes. 11:10:07 10 Q So if you didn't have an understanding at the 11 time you signed this -- this particular letter dated 12 November 17, 2011, as to what the concept of redemption 13 was, you could have found out from one of your trusted 14 friends and advisors; correct? 11:10:19 15 A Yes. 16 Q But you chose voluntarily not to read the 17 letter prior to signing it? 18 A Yes. 19 Q And as a result, you forfeit any opportunity 11:10:26 20 that you might have had to secure counsel and advice 21 from your friends Mr. Solomon and Mr. Zarrinkelk about 22 the ramifications of signing this letter? 23 MR. WIECHERT: The question's vague and 24 ambiguous. 11:10:37 25 THE WITNESS: Yes.
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11:09:05	1 BY MR. WALKER: 2 Q Is that your understanding? 3 A Yes. 4 Q So within the -- this context, you have an 11:09:09 5 understanding that the Class TT investors could request 6 that they be refunded their investment? That it be 7 redeemed, in essence; correct? 8 MR. WIECHERT: Calls for speculation. No 9 foundation. 11:09:21 10 THE WITNESS: That's what it's -- I think 11 that's what it says, yes. 12 BY MR. WALKER: 13 Q Okay. But is that your understanding as to 14 what it means, the concept of redemption? 11:09:27 15 MR. WIECHERT: Are you asking for his 16 understanding currently, reading the document? Or are 17 you asking for his understanding back then? 18 BY MR. WALKER: 19 Q Anything? What is your understanding of the 11:09:36 20 concept of redemption? 21 MR. WIECHERT: So the question's vague and 22 ambiguous as to time. 23 THE WITNESS: Redemption is getting paid back. 24 BY MR. WALKER: 11:09:45 25 Q And that would pertain to the Class TT	11:10:38	1 BY MR. WALKER: 2 Q Going to Item 6. It says, "Until such time as 3 the note is repaid in full, Swartz IP shall maintain in 4 the Deutsche Bank account the sum of \$5 million less any 11:10:50 5 redemption as defined in the NPA in either cash or 6 liquid assets." 7 Did I read that correctly? 8 A Yes, you did. 9 MR. WIECHERT: The document speaks for itself. 11:11:00 10 BY MR. WALKER: 11 Q Sir? 12 A Yes. 13 Q Now, do you have an understanding today as to 14 why it would be important to maintain a sum such as 11:11:12 15 \$5 million in either cash or liquid assets for the 16 purpose of accommodating a redemption? 17 MR. WIECHERT: The question's vague and 18 ambiguous. 19 THE WITNESS: That would be the source that 11:11:22 20 would be used to redeem people. Is that what you're 21 asking? 22 BY MR. WALKER: 23 Q Yes, sir. 24 A Okay. 11:11:27 25 Q That's your understanding today?

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11:11:28	1 A Yes.	11:13:14	1 A Yes, it is.
	2 Q And do you understand that the significance of	2	Q Going to the next page.
	3 maintaining that sum of money, \$5 million in cash or	3	A 305?
	4 liquid assets, would mean that there -- you wouldn't	4	Q Yes, sir.
11:11:38	5 have to sell or cash in invested funds in order to	11:13:25	5 A Yes, sir.
	6 accommodate a redemption; correct?	6	Q Here we see that the name and address of the
	7 A Yes.	7	purchaser is Société Générale Private Banking (Suisse)
	8 MR. WIECHERT: Calls for speculation. No	8	SA; correct?
	9 foundation.	9	A Yes, sir.
11:11:46	10 THE WITNESS: Yes.	11:13:37	10 Q Why was this particular note purchase agreement
	11 BY MR. WALKER:	11	identifying the bank that's commonly called SocGen in
	12 Q Did you have that same understanding at the	12	Switzerland as the purchaser of the notes?
	13 time that you signed this letter?	13	A I don't --
	14 A I did not read the letter when I signed it.	14	MR. WIECHERT: Calls for speculation. No
11:11:53	15 Q I understand, sir. But aside from the fact you	11:13:51	15 foundation.
	16 didn't read the letter when you signed it, did you,	16	THE WITNESS: I don't know.
	17 nonetheless, have sufficient sophistication to	17	BY MR. WALKER:
	18 understand the significance of maintaining \$5 million in	18	Q Did you have under -- any understanding at the
	19 cash or liquid assets for a redemption purpose?	19	time that you signed the correspondence that we've just
11:12:09	20 A Yes.	11:14:04	20 reviewed as part of Exhibit 13, what role, if any, that
	21 Q So had you read the letter, you would have	21	SocGen, the Swiss bank, would have in this transaction?
	22 understand the significance of that Paragraph 6.	22	A No, sir.
	23 A Yes.	23	Q Did you have any understanding at the time that
	24 Q And there we see your signature on behalf of	24	you signed the correspondence that's part of Exhibit 13,
11:12:16	25 Swartz IP Services; correct?	11:14:17	25 why SocGen, the Swiss bank, would be identified as the
Page 95		Page 97	
11:12:17	1 A Yes.	11:14:21	1 purchaser of up to \$25 million in notes?
	2 Q And the other signature line was for my client,	2	A No, sir.
	3 Class TT; correct?	3	MR. WALKER: Why don't we take a break for a
	4 A Yes. WTT.	4	few minutes. Let you stretch your legs.
11:12:24	5 Q When you signed this particular correspondence	11:14:35	5 THE WITNESS: Thank you kindly.
	6 marked as Exhibit 13, did you understand that you were	6	THE VIDEOGRAPHER: We are going off the record
	7 binding Swartz IP Services to the terms of this letter?	7	at 11:12 a.m.
	8 A Yes.	8	(A recess was taken.)
	9 Q You understand this was a contract?	9	THE VIDEOGRAPHER: We are back on the record at
11:12:42	10 A I just saw a letter come through and David said	11:25:57	10 11:23 a.m.
	11 sign it and all was good, sign it, and I did.	11	(Exhibit 14 was marked for
	12 Q But you understood you were signing a document	12	identification by the Court Reporter
	13 that was legally binding upon Swartz IP?	13	and is attached hereto.)
	14 A I thought I was signing a letter from Swartz	14	BY MR. WALKER:
11:12:53	15 IP. As I said, I did not read it.	11:26:01	15 Q Sir? I've handed you what's been marked as
	16 Q Going to the document that begins on Page 284	16	Exhibit 14. And let me know when you've had an
	17 entitled "Note Purchase Agreement."	17	opportunity to review the document.
	18 Do you see that?	18	A Yes, I have.
	19 A Yes, sir.	19	Q All right. So the first page of Exhibit 14 is
11:13:04	20 Q And going to Page 304.	11:26:16	20 an e-mail from you to David Bergstein and Keith Wellner;
	21 A Just a second, please.	21	correct?
	22 Q Yes, sir.	22	A Yes.
	23 A Yes, sir.	23	Q And it's dated December 20, 2011?
	24 Q Is that your signature there on behalf of	24	A Yes.
11:13:13	25 Swartz IP?	11:26:24	25 Q And the subject is note and borrowing certs;

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11:26:29	1 correct?	11:28:09	1 A Yes, sir.
	2 A Yes, sir.	2	Q You -- is that your signature that appears
	3 Q What is that referencing?	3	there?
	4 MR. WIECHERT: Let me just object on the	4	A Yes, sir.
11:26:34	5 grounds of relevance, that this is -- relates to an	11:28:14	5 Q And you signed this secured note in your
	6 entity, obviously, for which I don't believe has any	6	capacity as secretary for Arius Libra, Inc.; correct?
	7 role in this lawsuit, but there may be some connection	7	A Yes, sir.
	8 later on --	8	Q And Arius Libra, Inc., was a company with which
	9 THE WITNESS: Okay.	9	Mr. Bergstein was involved?
11:26:45	10 MR. WIECHERT: -- that I'm aware of -- unaware	11:28:27	10 A Yes, sir.
	11 of.	11	Q And you understood the significance of noting
	12 THE WITNESS: It relates to a secured note and	12	that you were the corporate secretary in connection with
	13 borrowing certificates, as it states.	13	your signature on behalf of Arius Libra, Inc.?
	14 BY MR. WALKER:	14	A Yes.
11:26:52	15 Q When we describe a note as being secured, what	11:28:39	15 MR. WIECHERT: Vague as to time.
	16 do you understand that to mean?	16	THE WITNESS: Yes.
	17 A There's collateral.	17	BY MR. WALKER:
	18 Q And do you have a right to foreclose upon the	18	Q And did you understand the significance of
	19 collateral in the event the note goes into default,	19	signing in your capacity as corporate secretary for
11:27:04	20 generally speaking?	11:28:46	20 Arius Libra, Inc., at the time that you signed this
	21 A Generally speaking, yes, sir.	21	document?
	22 Q Did you have that same understanding at the	22	A Say that one more time. I'm sorry.
	23 time on December 20, 2011?	23	Q Yes, sir. At the time that you signed the
	24 A Yes, sir.	24	secured note --
11:27:12	25 Q And what is a borrowing cert?	11:28:54	25 A Yes.
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11:27:15	1 A I understood the borrowing certificates to be	11:28:54	1 Q -- that's made a part of Exhibit 14, did you
	2 the mechanism within which to get funds to go where the	2	understand the significance of representing that you
	3 funds were dictated to go at the time.	3	were a secretary for Arius Libra, Inc., as the
	4 Q And your message to Mr. Bergstein and	4	signatory?
11:27:27	5 Mr. Wellner is "as requested"; correct?	11:29:04	5 A Yes.
	6 A Yes, sir.	6	Q Going to the next page, 970.
	7 Q Now, looking at the second page of this	7	A Yes, sir.
	8 exhibit, we see a secured note for \$9 million; correct?	8	Q There's a document entitled "Borrowing
	9 A Yes, sir.	9	Certificate."
11:27:39	10 Q And this note listed Arius Libra as the	11:29:14	10 A 970? Yes, sir.
	11 borrower who promised to pay to the order of Weston	11	Q Is that the cert --
	12 Capital Partners Master Fund II Limited the principal	12	A Yes, sir.
	13 sum of \$9 million; correct?	13	Q -- that you were referencing in the subject
	14 A Yes, sir.	14	line?
11:27:51	15 MR. WIECHERT: Objection. Relevance.	11:29:20	15 A Yes, sir.
	16 THE WITNESS: Yes, sir.	16	Q And this borrowing certificate notes that, in
	17 BY MR. WALKER:	17	item C, "The proceeds of the 12th draw are to be wired
	18 Q What was the purposes of this transaction?	18	as follows."
	19 A I don't know.	19	Did I read that correctly?
11:28:01	20 MR. WIECHERT: Call for -- oh.	11:29:34	20 A Yes, sir.
	21 BY MR. WALKER:	21	Q And what was the amount of the 11th draw that's
	22 Q Did you have an understanding of the purpose of	22	referenced in item A?
	23 this transaction at the time that you sent this e-mail?	23	MR. WIECHERT: Objection. Relevance.
	24 A No, sir.	24	THE WITNESS: 350,000.
11:28:06	25 Q Looking at Page 969.	11:29:42	25 BY MR. WALKER:

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11:29:45	1 Q Sir?	11:31:36	1 were a secretary was signifying that you were an officer
	2 A 350,000.		2 of the corporation?
	3 Q And what was the amount of the 12th draw as		3 A Yes, sir.
	4 indicated in this particular borrowing certificate?		4 Q And that was the understanding you had at the
11:29:51	5 MR. WIECHERT: Same objection.	11:31:41	5 time you signed this borrowing certificate?
	6 THE WITNESS: 350 -- 350,000.		6 A Yes, sir.
	7 BY MR. WALKER:		7 Q Now, when you signed this borrowing certificate
	8 Q Now, the first, I guess, tranche or segment of		8 as an officer of Arius Libra, did -- did you have an
	9 the 12th draw is \$200,000 for the benefit of Gerova		9 understanding as to why \$200,000 of the loan proceeds
11:30:04	10 Management, Inc.; correct?	11:31:57	10 for the Arius Libra loan would be going to Gerova
	11 A That's what it says, yes.		11 Management, Inc.?
	12 Q Why was \$200,000 being sent to Gerova		12 A No.
	13 Management, Inc.?		13 Q What was Gerova Management, Inc., about? Did
	14 A I do not know. These would -- these borrowing		14 have any affiliation with that company?
11:30:14	15 certificates would be drafted by either Keith or David	11:32:08	15 A I did briefly. It was a -- it had to do, I
	16 and they would be sent to me for signature. I was not a		16 think, at the end with life insurance policies,
	17 part of deciding what money would go where and how much.		17 something like that.
	18 Q At the time that you executed the secured note		18 Q And what was your affiliation? Were you an
	19 for Arius Libra, did you understand that the loan		19 officer of Gerova Management?
11:30:30	20 proceeds that were part of the loan that Arius Libra was	11:32:19	20 A At one point I was on the board. The
	21 undertaking were being distributed in this 12th draw to		21 company -- Gene Scher. Gene Scher was the guy who ran
	22 Gerova Management to the tune of \$200,000?		22 that company.
	23 A No.		23 Q And Mr. Scher was an affiliate of
	24 MR. WIECHERT: Objection. Relevance.		24 Mr. Bergstein's?
	25 ///	11:32:34	25 A Yes. He has been an affiliate of
Page 103		Page 105	
11:30:45	1 BY MR. WALKER:	11:32:35	1 Mr. Bergstein's for many years.
	2 Q Why is that?		2 Q In fact, Mr. Scher is the trustee of the
	3 A Because this document was -- what was -- what's		3 Bergstein Family Trust; correct?
	4 the date of this document? I would imagine that -- what		4 A I don't know -- I don't know who the trustee of
11:30:52	5 was the date of this? Hang on a second.	11:32:43	5 the Bergstein Family Trust is. But it wouldn't surprise
	6 Q If you look at Page 971.		6 me.
	7 A Yeah.		7 Q And the same borrowing certificate, do you know
	8 Q The borrower certificate.		8 or have an understanding at the time that you signed
	9 A You're saying when I signed -- when I signed		9 this document, why \$150,000 was going to the law firm of
11:31:09	10 this document, did I know that 200,000 was going to	11:32:56	10 O'Melveny & Myers?
	11 Gerova?		11 A I do not.
	12 Q No, sir. Okay. Let me clear that up. That's		12 Q Were the -- the notation in the wire transfer
	13 a fair point.		13 for O'Melveny & Myers, you understand that be a law
	14 A Sorry if I misunderstood you.		14 firm; correct?
11:31:13	15 Q Looking at the borrowing certificate --	11:33:10	15 A Yes. I've actually used them before.
	16 A Okay.		16 Q And the message is "For Gerova"; correct?
	17 Q -- that you executed that starts on Page 970.		17 A Gerova, yes.
	18 A Looking at it.		18 Q Was it your understanding at the time you
	19 Q Okay. Going to the next page, 971, that's your		19 signed this document that that \$150,000 was going to use
11:31:24	20 signature for Arius Libra; correct?	11:33:20	20 these -- that amount of -- let me start over.
	21 A Yes, sir. Yes, sir.		21 Was it your understanding when you signed this
	22 Q And, again, you signified that you're signing		22 borrowing certificate that the \$150,000 in loan proceeds
	23 in your capacity as secretary of Arius Libra; correct?		23 was going to pay legal fees incurred on behalf of Gerova
	24 A Yes, sir.		24 Management?
11:31:34	25 Q And you understood that signifying that you	11:33:38	25 MR. WIECHERT: Calls for speculation. No

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11:33:38	1 foundation.	11:35:22	1 and is attached hereto.)
	2 THE WITNESS: It was legal fees. The message		2 BY MR. WALKER:
	3 is Gerova, so I don't know if it was a Gerova matter, a		3 Q Let me hand you what's been marked as
	4 Gerova legal. I don't know. But I do know O'Melveny &		4 Exhibit 15, sir.
11:33:45	5 Myers is a law firm.	11:35:34	5 A Thank you.
	6 BY MR. WALKER:		6 Q Go ahead and take a look at this document and
	7 Q Going to the final page of Exhibit 14.		7 let me know when you've completed your review, please.
	8 A 973?		8 A Okay.
	9 Q Yes, sir. We see another borrowing		9 Q So this starts with an e-mail -- Exhibit 15
11:33:55	10 certificate; correct?	11:35:51	10 starts with an e-mail from Majid Zarrinkelk; correct?
	11 A Yes, sir.		11 A Yes, sir.
	12 Q And on the second page of this document we see		12 Q That would be your financial advisor and
	13 that you signed as the representative of Arius Libra		13 longtime trusted friend and family member?
	14 again in your capacity as an officer of the company?		14 A Yes, sir.
11:34:06	15 A Yes, sir.	11:36:00	15 Q And he was sending this e-mail to Jeff Solomon,
	16 Q And that office would be secretary?		16 another friend and an attorney that you knew; correct?
	17 A Yes, sir.		17 A He was an employee, yes.
	18 Q So going to the first page of the borrowing		18 Q Okay. But he was also a friend and an
	19 certificate on Page 972.		19 attorney?
11:34:15	20 A Yes, sir.	11:36:10	20 A Yes, he was. We've established that, yes.
	21 Q We see \$350,000 is being wired to the Henry N.		21 Q He also sent it to you; correct?
	22 Jannol client trust account; correct?		22 A Yes, sir.
	23 A Yes, sir.		23 Q And he sent it to Mr. Bergstein; correct?
	24 Q What was the purpose of that wire?		24 A Yes, sir.
11:34:29	25 A I don't know.	11:36:17	25 Q Now, there's a courtesy copy to Ray Shahab. Do
Page 107		Page 109	
11:34:32	1 Q Did you understand what Henry Jannol was to do	11:36:19	1 you see that?
	2 with the funds once received in his client trust		2 A Yes, sir.
	3 account?		3 Q What was his role in all of this?
	4 A No, sir.		4 A Ray used to work for Majid. He was, like, a
11:34:41	5 Q Did it concern you that you were approving a	11:36:25	5 low-level accounting kind of clerk who was with Majid
	6 \$350,000 draw on the Arius Libra debt and directing it		6 for a number of years. And he ultimately ended up
	7 to the Henry Jannol client trust account having no		7 getting fired.
	8 understanding of its purpose?		8 Q And what was -- what were the circumstances for
	9 MR. WIECHERT: Assumes facts. No foundation.		9 his firing?
11:34:59	10 THE WITNESS: No. Henry is a lawyer that did a	11:36:34	10 A I think he did some shady stuff. Majid found
	11 bunch of work for David. And I thought he was paying		11 out about it and fired him immediately and got rid of
	12 him for legal fees or for whatever they were doing at		12 his license or whatever you do and reported him to
	13 the time.		13 whomever and whatnot.
	14 BY MR. WALKER:		14 Q Now, Mr. Zarrinkelk says, "Dear Kia, review of
11:35:05	15 Q Did Mr. Jannol ever do or provide any legal	11:36:49	15 the updates list of entities. See attached No. 3, 7
	16 services for the benefit of any company in which you had		16 from first group, and No. 2, 3 and perhaps 4 from second
	17 an interest or an office?		17 group shows that there a few companies that are
	18 A Yes. There were times where Henry Jannol did		18 considered subsidiaries of K.Jam Media."
	19 represent me.		19 Did I read that correctly?
11:35:16	20 Q Let me --	11:37:03	20 A Yes, sir.
	21 MR. WIECHERT: Including this lawsuit?		21 Q And he asked, "Is there any particular reason
	22 THE WITNESS: Yeah. He was my lawyer on this		22 for this treatment"; correct?
	23 lawsuit for a while.		23 A Uh-huh.
	24 (Exhibit 15 was marked for		24 Q All right. So looking at what he's attaching,
11:35:22	25 identification by the Court Reporter	11:37:10	25 the next page, 461.

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11:37:12	1	A Yes, sir.	11:39:05	1	A Uh-huh.
	2	Q Is a list -- it starts with a list of 14		2	Q And it shows that was wholly owned by you
	3	entities; correct?		3	individually; correct?
	4	A Yes, sir.		4	A Yes, sir.
11:37:16	5	Q Okay. Now, he -- it shows that CAC Group,	11:39:10	5	Q It shows K.Jam -- KJMI Holdings, Inc., a wholly
	6	Inc., is a wholly owned subsidiary of K.Jam Media, Inc.;		6	owned subsidiary of K.Jam Media, Inc.; correct?
	7	correct?		7	A Uh-huh.
	8	A Yes, sir.		8	Q Was as the purpose of that company?
	9	Q That would be your company?		9	A I think it was set up at some point -- I don't
11:37:29	10	A Yes, sir.	11:39:22	10	remember specifically. I think it had something to do
	11	Q It shows that Integrated Administration, a		11	with the -- one of these entities -- no, that was R&T.
	12	California corporation, was a wholly owned subsidiary of		12	I don't actually remember. And I -- I think I either
	13	K.Jam Media, Inc.; correct?		13	closed it or turned it over to David. I don't remember.
	14	A Yes, sir.		14	Q Pagoda Services, Inc., was also a wholly owned
11:37:36	15	Q Again, your company?	11:39:35	15	subsidiary of K.Jam Media, Inc.; correct?
	16	A Yes, sir.		16	A Yes.
	17	Q Now, with respect to the companies in Item 4, 5		17	Q And what was your position in that company?
	18	and 6, did you own any interest in either Cyrano Group,		18	A I don't remember.
	19	Gion Funding, or Hojo Capital?		19	Q What was the purpose of forming that company?
11:37:49	20	A No, sir. At one point when David launched	11:39:47	20	A Pagoda was formed with a group of -- with this
	21	Cyrano, he came to me and said he wants me to kind of be		21	investors. I think the Weston guys were going to be
	22	the entertainment guy in Cyrano. So for a while I was		22	involved. There was a guy out of the U.K., some -- a
	23	the entertainment guy in Cyrano. I as on the website		23	guy named Keith Harris was a big financial guy out of
	24	for a brief period while, you know, the company was		24	U.K. who flew here and met. He was going to get
11:38:04	25	happening.	11:40:06	25	involved. It was going to be an entity that was going
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11:38:05	1	And then I never really did anything in that	11:40:07	1	to raise a bunch of money and do a bunch of deals and
	2	capacity for Cyrano. And then Cyrano ended up doing		2	things of that sort.
	3	flavor producer deals and a bunch of other deals I had		3	And then there was, at one point, a Pagoda, I
	4	absolutely nothing to do with. I was focused on my own		4	think, U.K. set up as well, but that ended up -- we shut
11:38:16	5	stuff at the time.	11:40:16	5	that down. Nothing ever became of -- of that.
	6	So that's the only one. I don't know Hojo. I		6	Q Now, turning to the next page, 462, I take it
	7	don't know what those things are.		7	this continues in terms of the documents that Majid
	8	Q Now, looking at item No. 8, that's a wholly		8	Zarrinkelk created; correct?
	9	owned subsidiary of Graybox. Do you ever hold an office		9	A This one, no. I think Majid created this one.
11:38:28	10	or have any position with that company?	11:40:31	10	This looks like the -- the document that Jeff had
	11	A With Graybox?		11	created internally.
	12	Q No, sir. Kambe Asset Management?		12	Q Jeff who, sir?
	13	A No.		13	A Jeff Solomon. Sorry.
	14	Q What about Matrix Hub, Inc. Did you have any		14	Q Do you believe that he was competent to crate a
11:38:38	15	position or have any ownership interest in that company?	11:40:39	15	chart of this nature that would be accurate?
	16	A I don't think so.		16	A I think the point of this was to get it to be
	17	Q But you did have an interest and hold an office		17	accurate. There was a lot of missing stuff. So he
	18	in Pineboard Holdings, the parent; correct?		18	would do what he found, and then we'd try to get to the
	19	A I believe I did. I believe I did. I know that		19	bottom of it. But, so I don't know if this actually
11:38:50	20	I had a Pineboard bank account that I was the signer on.	11:40:52	20	ever became fully accurate while he was an -- an
	21	So I believe so. I don't recall specifically, but I		21	employee.
	22	believe so.		22	Q But was it your understanding at the time he
	23	Q Under item -- the next list, it says, "Entities		23	was creating this chart that he would only put
	24	to be added." It has K.Jam Media, Inc., as the first		24	information that he believed to be accurate at the time?
11:39:05	25	one; correct?	11:41:03	25	A No, he would not. He would --

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11:41:06	1 MR. WIECHERT: It's okay. Go ahead.	11:42:26	1 serving an eight-year sentence in federal prison for
	2 THE WITNESS: Sorry. He would put information	2	fraud, essentially?
	3 that he had and he would seek to see if it was accurate	3	MR. WIECHERT: Calls -- it's irrelevant.
	4 or not, or if there was any further information that he	4	THE WITNESS: He's serving in prison. Again, I
11:41:14	5 was not privy to at the time.	11:42:34	5 don't know the specifics of his crime or charges.
	6 BY MR. WALKER:	6	BY MR. WALKER:
	7 Q Let's look at Page 462, the Arius Libra chart.	7	Q And the Hallacs and Mr. Wellner have all plead
	8 A Okay.	8	guilty to various crimes; correct?
	9 Q Okay?	9	MR. WIECHERT: It's argumentative and asked and
11:41:20	10 A Yes, sir.	11:42:43	10 answered.
	11 Q Going down five items to certificate of	11	THE WITNESS: I know Albert and Keith have. I
	12 secretary.	12	don't know if Jeff has.
	13 A Okay. I see it.	13	Has he?
	14 Q He notes that that was signed as of July 28,	14	BY MR. WALKER:
11:41:27	15 2011, by Kia Jam?	11:42:47	15 Q Fair enough.
	16 A Okay.	16	A Has he? I don't know.
	17 Q Was that accurate?	17	Q Looking at officers, it lists you as the
	18 A I don't know. But if he says it here, maybe it	18	corporate secretary; correct?
	19 was. I'm sure it was. I don't have any reason to think	19	A Yes, sir.
11:41:36	20 it wasn't. And that's -- this is an easy thing to find.	11:42:54	20 Q And that's consistent with the documents, the
	21 Q Yes, sir. I mean, he could certainly observe	21	borrowing certificates that we saw that you signed in
	22 the certificate of secretary --	22	that capacity?
	23 A Yes, sir.	23	A Yes. I was the guy that was in the office
	24 Q -- and see that, in fact, you had signed it?	24	every day. So if something needed to be signed, that's
11:41:45	25 A That's correct.	11:43:03	25 why I became the secretary, because David was never
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11:41:45	1 Q Okay. Going down a couple of items to banking	11:43:05	1 around and Keith lived in Florida. Or New York,
	2 resolution.	2	wherever he was. So in my capacity as secretary, if
	3 A Okay.	3	something needed to be done, I was the guy in the office
	4 Q He notes that that was signed by Kia Jam on	4	60, 100 hours a week. So that's why I was the
11:41:51	5 November 21, 2011; correct?	11:43:15	5 secretary.
	6 A Okay. Yes, he does.	6	Q And you understood that there was legal
	7 Q What is a banking resolution as the phrase is	7	significance on any document that you executed as
	8 used in that context?	8	corporate secretary for that company; correct?
	9 A I think it's a resolution that allows you to	9	A Yes.
11:42:00	10 open a bank account for the entity.	11:43:23	10 Q Looking at the next item, CAC Group, Inc., on
	11 Q So you were facilitating that process for Arius	11	Page 464.
	12 Libra?	12	A Yes, sir.
	13 A Yes. According to this, yes.	13	Q There under resolutions of incorporator, it
	14 Q Going down to directors.	14	says, "Kia Jam appointed director by signed resolution."
11:42:08	15 A Okay.	11:43:36	15 Did I read that correctly?
	16 Q Do you see that section?	16	A Yes.
	17 A I do.	17	Q And that was as of November 4, 2011?
	18 Q And it lists you as a director; correct?	18	A Okay.
	19 A It does.	19	Q Is that what you understand looking at this,
11:42:13	20 Q And that was accurate?	11:43:44	20 sir?
	21 A I don't recall.	21	A Yes, sir.
	22 Q It also lists David Bergstein, Albert Hallac,	22	Q And was that accurate?
	23 Jeff Hallac, and Keith Wellner as directors; correct?	23	A I don't know.
	24 A Yes, sir.	24	Q Do you have any reason to dispute that
11:42:24	25 Q And Mr. Bergstein is now, as we've indicated,	11:43:50	25 information as Mr. Campbell listed it in this chart?

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11:43:53	1	A You mean Mr. Solomon?	11:45:52	1	Q At the very top.
	2	Q Mr. Solomon. Thank you.		2	A Okay. Yes, sir. That's what it says.
	3	A No, but I haven't seen the document. I'm sure		3	Q And under certificate of secretary, it shows
	4	it is.		4	that you signed that on October 5, 2011; correct?
11:43:59	5	Q Okay. Looking at directors, he notes for CAC	11:46:02	5	A That's what it says.
	6	Group, Inc., which is also designated as a wholly owned		6	Q And it shows that you signed a banking
	7	subsidiary of K.Jam Media; correct?		7	resolution on December 19, 2011; correct?
	8	A Yes. That is correct. That I know to be fact.		8	A That's what it says. Yes, sir.
	9	Q Okay. So under directors, you were the		9	Q Do you have any factual basis to dispute that
11:44:10	10	chairman and sole director; correct?	11:46:11	10	you signed both of those documents on the indicated
	11	A Yes, sir.		11	dates?
	12	Q And under officers, you were both the president		12	A No. I just haven't seen them, so I'm just
	13	and secretary; correct?		13	assuming they're correct.
	14	A Yes, sir.		14	Q With respect to the waiver of notice of first
11:44:18	15	Q And the shares were issued, 50 shares to K.Jam	11:46:20	15	meeting of stockholders, we saw that you signed several
	16	Media; correct?		16	of those for K.Jam Media at the beginning of this
	17	A That's what it says.		17	proceeding; correct?
	18	Q Looking to Page 468, Integrated Administration.		18	A Yes, sir.
	19	A Okay.		19	Q So you understood what that document was;
11:44:38	20	Q That's noted at the top that that was also hold	11:46:29	20	correct?
	21	a wholly owned subsidiary of K.Jam Media, Inc.; correct?		21	A Yes, sir.
	22	A Yes.		22	Q And in this instance, for Matrix Hub, Inc., as
	23	Q So this -- this was your company?		23	of October 5, 2011, "Kia Jam to sign for Pineboard."
	24	A Yes.		24	Did I read that correctly?
11:44:46	25	Q Under the certificate of secretary it shows	11:46:40	25	A That's what it says.
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11:44:48	1	that you signed it as of August 9, 2011; correct?	11:46:41	1	Q Did you, in fact, sign on behalf of Pineboard?
	2	A Sure.		2	A I don't recall.
	3	Q And under resolutions of incorporator, it shows		3	Q Under the directors and officers it shows that
	4	that you were appointed director; correct?		4	for Matrix Hub, Inc., that you were the chairman and
11:44:58	5	A Yes, sir.	11:46:50	5	sole director and both the president and secretary;
	6	Q It shows that as to the banking resolution,		6	correct?
	7	that you signed that document on December 6, 2011;		7	A That's what it says. Yes, sir.
	8	correct?		8	Q And under the shares issued, 100 shares were
	9	A Yes, sir.		9	issued to Pineboard; correct?
11:45:10	10	Q And going down to director and officers, you	11:47:03	10	A That's what it says. Yes, sir.
	11	were listed as the chairman and sole director, the		11	Q So Pineboard was the sole owner of Matrix Hub,
	12	president, the secretary, and the chief financial		12	Inc.; correct?
	13	officer; correct?		13	A That's what it says, sir.
	14	A Yes, sir.		14	Q What was the purpose of forming Matrix Hub?
11:45:24	15	Q And under shares issued, you were individually	11:47:13	15	A I don't recall.
	16	issued 1,000 shares of Integrated Administration;		16	Q Looking at Page 472.
	17	correct?		17	A Yes, sir.
	18	A That's what it says.		18	Q We have Owari Opus, Inc.; correct?
	19	Q So you were the sole owner?		19	A Yes, sir.
11:45:33	20	A Yes, sir.	11:47:26	20	Q And in parentheses it says "TBD"; correct?
	21	Q Going to Matrix Hub, sir, at Page 470.		21	A Yes, it does.
	22	A Yes, sir.		22	Q What did you understand that to signify?
	23	Q Matrix Hub was shown to be a wholly owned		23	A I don't know. Maybe it hadn't been formed yet.
	24	subsidiary of Pineboard Holdings, Inc.; correct?		24	Maybe it was an entity they wanted to form. Had not
11:45:50	25	A Where does it say that?	11:47:38	25	been formed as of yet. I don't know.

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11:47:40	1 Q Well, it shows on the third item, certificate	11:49:26	1 Q And other than the two Hallacs and Wellner,
	2 of incorporation.		2 there's another gentleman, Paul Parmar.
	3 A Oh, it was incorporated. Yes, it was formed.		3 A Yes, sir.
	4 Q Okay. So Owari Opus was incorporated on		4 Q Correct?
11:47:47	5 October 21, 2010; correct?	11:49:33	5 And he was just recently indicted for fraud;
	6 A Right. Maybe they hadn't issued shares yet. I		6 correct?
	7 don't know. Because in the -- where the parenthetical		7 A I understand that to be the case. Yes, sir.
	8 is in all the other ones it said if it was a subsidiary		8 Q And looking at officers, you were designated as
	9 or not. So maybe they hadn't -- that determination had		9 the president and the corporate secretary; correct?
11:47:59	10 not been made by David yet.	11:49:43	10 A That is correct, sir.
	11 Q Okay. And under officers it showed that you		11 Q And under shares issued, Mr. Parmar got 38
	12 were to be president and David Bergstein would be		12 shares; correct?
	13 secretary; correct?		13 A Uh-huh. Yes, sir. Sorry.
	14 A That's what it says.		14 MR. WIECHERT: That's what the document says.
11:48:11	15 Q Going to the next page, 473, if you could,	11:49:56	15 Are you asking him if he has personal knowledge of that?
	16 please.		16 BY MR. WALKER:
	17 A Yes, sir.		17 Q And under shares issued, it shows 62 shares
	18 Q Now, this is for Pineboard Holdings, Inc.;		18 were issued to Arius Libra; correct?
	19 correct?		19 A That -- that's what the document says, yes. I
11:48:19	20 A Yes. That's what it says.	11:50:07	20 don't though if either of those two things actually
	21 Q And it shows that it was Weston, slash, Arius		21 happened.
	22 entity; correct?		22 Q Well, we looked back at Page 462 and saw that
	23 A Yes.		23 you were you the director and secretary of Arius Libra;
	24 Q And it shows that on September 8, 2011, you		24 correct?
11:48:30	25 signed the resolutions of the incorporator and that you	11:50:19	25 A Yes, sir.
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11:48:35	1 were appointed a director; correct?	11:50:20	1 Q So were you made aware or did you have
	2 A I was appointed director. I don't know if it		2 knowledge as the director or corporate secretary of
	3 says I signed the resolution. It says I was appointed.		3 Arius Libra that it owned a 62 percent interest in
	4 So --		4 Pineboard?
11:48:44	5 Q Okay. Fair enough.	11:50:29	5 A I don't remember at that time.
	6 A -- just to be clear. I don't want to --		6 Q And going to the final page -- or, I'm sorry,
	7 Q Well, let me -- let me re-ask the question to		7 the second-to-last page, sir, 474.
	8 be fair. Under resolutions of incorporator it shows		8 A 74? Yes, sir.
	9 that as of September 8, 2011, you were appoint a		9 Q Yes, sir.
11:48:53	10 director of Pineboard Holdings?	11:50:38	10 This is for Swartz IP Services Group, Inc.;
	11 A That's what it says.		11 correct?
	12 Q And under resolutions adopted by sole director,		12 A Yes, sir.
	13 that would be you; correct?		13 Q And it shows to be a Jerry Swartz/Owari Opus,
	14 A It -- I don't know if anybody else was		14 Inc., entity; correct?
11:49:04	15 appointed on that day, but --	11:50:51	15 A Yes, sir.
	16 Q There's no one noted; correct?		16 Q And under shares issued, there were 7,000
	17 A No one's noted. But sure.		17 shares issued to Owari Opus; correct?
	18 Q Okay. So and under resolutions adopted by sole		18 A That is correct. That's what it says, yes.
	19 director, it shows that you appointed -- you were		19 Q So this -- this reflects that of the 8,000
11:49:12	20 appointed president and secretary of Pineboard Holdings	11:51:00	20 shares issued, Owari Opus owned 7,000 of them; correct?
	21 on September 8, 2011; correct?		21 A That's what this document says, yes.
	22 A That's what it says. Yes, sir.		22 Q And as we saw on Page 472 of this exhibit, you
	23 Q Okay. Under directors, it lists you as a		23 were president of Owari Opus; correct?
	24 director; correct?		24 MR. WIECHERT: Calls for speculation. That's
11:49:25	25 A Yes, it does.	11:51:12	25 what the document -- document speaks for itself.

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11:51:14	1 THE WITNESS: That's what the document says. I	11:54:20	1 A Yes. In this case, clearly he's doing work for
	2 don't know if that was the case or not. But that's what		2 Sovrin and Pineboard. So the answer is yes.
	3 the document on 472 says, yes.		3 Q Okay. And you ask him, in your e-mail to
	4 BY MR. WALKER:		4 Mr. Warshawsky that begins on the second page of this
11:51:26	5 Q Do you have any factual basis to dispute that	11:54:35	5 exhibit, "I understand -- there on the third line you
	6 those shares were issued to Owari Opus?		6 state, "I understand that you were the acting CFO for
	7 MR. WIECHERT: Assumes facts not in evidence.		7 Pineboard and Sovrin Health."
	8 THE WITNESS: I don't know if they were or were		8 Did I read that correctly?
	9 not.		9 A Yes, sir.
11:51:35	10 BY MR. WALKER:	11:54:45	10 Q "Both have bank accounts and that you are
	11 Q So you have no factual basis to dispute it		11 getting copies of them (if not, we need to arrange
	12 either way?		12 that)"; correct?
	13 MR. WIECHERT: Calls for speculation. No		13 A Yes, sir.
	14 foundation. The question's argumentative.		14 Q And you state, "I need Majid to get copies as
11:51:42	15 THE WITNESS: I don't know if they were or were	11:54:57	15 well."
	16 not. I'm not trying to dodge your question. I just		16 Did I read that correctly?
	17 don't know if they were or were not.		17 A Yes, sir.
	18 BY MR. WALKER:		18 Q You were talking about copies of the, I guess,
	19 Q Let me hand you what's been marked as		19 bank statements?
11:51:51	20 Exhibit 16, sir.	11:55:02	20 A Bank statements, yes.
	21 (Exhibit 16 was marked for		21 Q In the normal course of business?
	22 identification by the Court Reporter		22 A Yes, sir.
	23 and is attached hereto.)		23 Q And then you say, "As I am the name on the
	24 THE WITNESS: Thank you.		24 companies, I want to make sure my business manager Majid
	25 ///	11:55:11	25 is fully in the loop."
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11:51:57	1 BY MR. WALKER:	11:55:12	1 Did I read that correctly?
	2 Q Let me know when you've completed your review		2 A Yes, sir.
	3 of the document, sir.		3 Q What were you referring to saying that you were
	4 A Just one second, please.		4 the name on the companies?
11:52:28	5 Q Of course. Take your time.	11:55:18	5 A These were companies that I was actively --
	6 A Okay. I read my e-mail; I read his.		6 actively involved with in running, and I was -- there
	7 MR. WIECHERT: "Dude" is a California phrase.		7 were checkbooks, there were bank accounts that I was
	8 THE WITNESS: I was in Russia, I think, at this		8 privy to, so if there was checks that were being
	9 time.		9 written, I always wanted to make sure everything was
11:53:54	10 Okay, sir.	11:55:31	10 done by the book and Majid had copies of all expenses in
	11 BY MR. WALKER:		11 and out of the bank account so he could take care of the
	12 Q All right. So going back to the first e-mail		12 ledgers and whatnot.
	13 in this thread, it begins on the second page; correct?		13 Q Now, were you the name on the companies because
	14 A Yes, sir.		14 of the issue you identified earlier, that Mr. Bergstein
11:54:01	15 Q And it's from you to a gentleman named Evan	11:55:43	15 was going through the ugly bankruptcy and you were
	16 Warshawsky; correct?		16 taking the lead?
	17 A Yes, sir.		17 A Probably, yeah. This was all around the same
	18 Q And what was Mr. Evan Warshawsky's role?		18 time, yes.
	19 A Evan was an accountant CFO type that was doing		19 Q And so by taking the lead on these companies, I
11:54:10	20 work for various David Bergstein entities.	11:55:56	20 take it Mr. Bergstein, despite his bankruptcy, remained
	21 Q Was he doing work for some of your entities as		21 involved wit Pineboard and Sovrin; correct?
	22 well?		22 A Yes, very much so. He did all the negotiations
	23 A Not my entities meaning K.Jam.		23 with the Weston guys and Paul Parmar and everybody else.
	24 Q Entities in which you were either an officer or		24 I was just kind of running the day-to-day administrative
11:54:20	25 had an ownership interest?	11:56:11	25 work.

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11:56:12	1 Q So did anyone outside of the circle --	11:58:10	1 A Sovrin was -- you know, we had a whole bunch of
	2 potential investors or whoever -- you were helping to		2 employees that were starting to generate funding and
	3 obscure David Bergstein's involvement, given his ugly		3 there was something to do with -- Paul Parmar was paid a
	4 bankruptcy, by becoming the name on the companies.		4 bunch of money to get some sort of software or something
11:56:22	5 Is that a fair statement?	11:58:21	5 that was critical to the business and he absconded with
	6 A No. I don't -- I don't think it is.		6 that money and that affected their ability to continue
	7 Q Going to Mr. Warshawsky's response. This was		7 to do business. So, unfortunately, Sovrin stopped doing
	8 sent to you on March 13, 2012?		8 business.
	9 A That's what it says, yes.		9 Q And that happened while you remained an officer
11:56:39	10 Q And in the second paragraph he states, "I'm	11:58:38	10 of the company?
	11 currently acting as CFO for Sovrin." And there in the		11 A Yes, I was an officer of the company when that
	12 last sentence of that paragraph he says, "The budget was		12 happened.
	13 finalized yesterday and should be delivered to Weston's		13 Q Let me hand you what's been marked as
	14 chairman today."		14 Exhibit 17.
11:56:51	15 Did I read that correctly?	11:58:47	15 (Exhibit 17 was marked for
	16 A That's what you read, yes.		16 identification by the Court Reporter
	17 Q Why was the budget for Sovrin being sent to		17 and is attached hereto.)
	18 Weston's chairman?		18 THE WITNESS: Okay.
	19 A I don't know. Weston was funding -- Weston put		19 BY MR. WALKER:
11:57:02	20 money into Pineboard and that money was used for Sovrin,	11:59:36	20 Q All right. Starting at the bottom there on the
	21 I guess.		21 first page of Exhibit 17 there is an e-mail from Frymi
	22 I was actually out of the country when this was		22 Biedak to Mr. Woodward; correct?
	23 going on. I was in north of the Arctic Circle shooting a		23 A Yes.
	24 movie, so I was not involved in any of those		24 Q With a courtesy copy to you and Mr. Bergstein;
11:57:13	25 discussions. As you could see by the reference to the	11:59:46	25 correct?
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11:57:15	1 snow and something I don't want to say on camera. So I	11:59:47	1 A Yes, sir.
	2 was actually way not here.		2 Q And it references "Swartz IP Services Texas
	3 Q So going to the fourth paragraph of		3 taxes."
	4 Mr. Warshawsky's e-mail, he advised you, he says, "You		4 Did I read that correctly?
11:57:30	5 are currently the president, secretary, and sole	11:59:53	5 A Yes, sir.
	6 director of Sovrin Health Services Inc., a Delaware		6 Q So she's forwarding information to Mr. Woodward
	7 corporation; correct?		7 and asking that he file the return ASAP; correct?
	8 A Yes, sir.		8 A Yes.
	9 Q And was that a correct statement at the time		9 Q And then there's another e-mail above that from
11:57:39	10 made?	12:00:05	10 Ms. Biedak to Mr. Woodward that copies you and
	11 A I think so. I'm not sure.		11 Mr. Bergstein and Steve Piscula; correct?
	12 Q He goes on to state, "Pineboard Holdings, Inc.		12 A Yes, sir.
	13 is a wholly owned subsidiary of Sovrin. You're also the		13 Q And this is on January 19, 2012; correct?
	14 only officer of Pineboard."		14 A Yes.
11:57:48	15 Was that a correct statement when made?	12:00:18	15 Q And she says, "Hi, Scott. We are going through
	16 A I -- I think so. I don't know.		16 our filings for the new year. You were able to help us
	17 Q And he concludes there at the beginning of the		17 out with the franchise filing for Swartz IP in Texas
	18 next paragraph, "I'll definitely keep you and Majid in		18 last November. According to the records, the company is
	19 the loop on everything. The office lease has been		19 in good standing through May 15, 2012."
11:58:00	20 signed and I'm waiting for a check."	12:00:31	20 Did I read that correctly?
	21 Did I write -- did I read that correctly?		21 A That's what it says.
	22 A Yes, sir.		22 Q And looking at the last page of Exhibit 17, we
	23 Q Okay. Is Sovrin in business today?		23 see a printout from a website operated by the Texas
	24 A No, sir.		24 government -- state government that shows that, under
11:58:08	25 Q What happened to Sovrin?	12:00:46	25 status, Swartz IP is in good standing, not for

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12:00:48	1 dissolution or withdrawal through May 15, 2012; correct?	12:02:48	1 government for Swartz IP at any time?
	2 A Yes, sir.		2 A No.
	3 Q And then at the top Mr. Woodward responds to		3 Q Why don't we take a break for lunch. Maybe an
	4 Ms. Biedak with a copy to you, Mr. Bergstein and		4 hour.
12:01:01	5 Mr. Piscula, and says, "Happy New Year. Please provide	12:02:58	5 MR. WIECHERT: Sure.
	6 me with the 2011 reports."		6 THE VIDEOGRAPHER: We are going off the record
	7 And the first one he requests is the		7 at 12:00 p.m.
	8 December 31, 2011, balance sheet; correct?		8 (A recess was taken.)
	9 A That's what it says.		9 THE VIDEOGRAPHER: And we are back on the
12:01:14	10 Q The next one was the January 1, 2011, to	13:12:12	10 record at 1:10 p.m.
	11 December 31, 2011, general ledger; correct?		11 (Exhibit 18 was marked for
	12 A That's what it says.		12 identification by the Court Reporter
	13 Q The next one was the January 1, 2011, to		13 and is attached hereto.)
	14 December 31, 2011, profit and loss statement; correct?		14 BY MR. WALKER:
12:01:28	15 A Yes, sir.	13:12:15	15 Q Mr. Jam, sir, I've handed you Plaintiff's
	16 Q Okay. Did you ever see the 2000 -- the		16 Exhibit 18. Have you seen is this document before?
	17 December 31, 2011, balance sheet?		17 A Yes, I have.
	18 A No, I don't think so.		18 Q And what do you understand this document to
	19 Q For Swartz IP?		19 represent?
12:01:38	20 A No. I was not in control of the bank accounts.	13:12:27	20 A A letter of intent to buy property.
	21 I don't -- I don't know anything about those.		21 Q Was this beachfront property?
	22 Q Yes, sir. But regardless of whether you were a		22 A I don't know.
	23 signatory on the banks accounts, did you ever actually		23 Q How are you familiar with it?
	24 see a balance sheet prepared for Swartz IP for that		24 A David sent it to me at some point, and I think
12:01:50	25 particular year?	13:12:39	25 I signed it. I don't recall specifically, but I've seen
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12:01:51	1 A I don't recall.	13:12:43	1 this before.
	2 Q Did you ever actually see a general ledger for		2 MR. WIECHERT: And I'm sorry, Counsel. Did you
	3 Swartz IP for the 2011 year?		3 say beachfront --
	4 A I don't recall.		4 MR. WALKER: Uh-huh.
12:01:58	5 Q Did you ever actually see a profit and loss	13:12:50	5 MR. WIECHERT: -- earlier?
	6 statement for Swartz IP for the 2011 calendar year?		6 It's -- I don't think Hollywood has any
	7 A I don't recall.		7 beachfront property.
	8 Q Did you ever ask to see them?		8 BY MR. WALKER:
	9 A No.		9 Q Where is this property located?
12:02:11	10 Q He goes on to state, "I would need to file the	13:12:59	10 A I don't know. It says 1377 North Serrano
	11 federal corporate income tax return and the related		11 Avenue, L.A., California 90027. I don't know where that
	12 Texas franchise tax return."		12 is. I can look it up.
	13 Did I read that correctly?		13 Q No, it's okay.
	14 A Yes, sir.		14 Why would Swartz IP be making an offer to buy
12:02:21	15 Q Did you ever actually see a corporate federal	13:13:16	15 this \$13 million piece of property?
	16 income tax return filed on behalf of Swartz IP?		16 A I do not know.
	17 A I don't recall if I did.		17 Q What was the business that Swartz IP was in?
	18 Q Did you ever execute the -- a federal corporate		18 A I don't know what David was doing with the
	19 income tax return on behalf of Swartz IP?		19 company. I was involved in very little of what it did.
12:02:34	20 A I don't think so. I don't recall if I did.	13:13:28	20 But I don't know what David was doing. He was one who
	21 Q Did you ever see a Texas franchise tax return		21 negotiated and dealt with everything that the company
	22 prepared and filed on behalf of Swartz IP?		22 was doing.
	23 A I don't think so. I don't recall if I did.		23 Q Right. And, of course, we've seen that you
	24 Q Did you ever ask to see the tax return filed		24 executed legal documents as vice president of the
12:02:45	25 with the federal government or the Texas state	13:13:39	25 company.

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13:13:39	1 MR. WIECHERT: That's asked and answered. 2 BY MR. WALKER: 3 Q My -- my question is, what did you understand 4 the nature of Swartz IP's business to be? 13:13:47 5 A At that time, it was just one of the investment 6 vehicles that, I guess, David was using for a series of 7 businesses. I don't know specifically. 8 Q In Paragraph 2, escrow and closing, do you know 9 what the source of the \$390,000 escrow deposit was going 13:14:06 10 to be? 11 A No, I do not. 12 Q After you signed this contract, a letter of 13 intent on behalf of Swartz IP Services, Inc. -- 14 A I think I signed it. I'm not certain, but I 13:14:20 15 think I signed it. 16 Q Okay. 17 MR. WIECHERT: Assumes facts not in evidence. 18 BY MR. WALKER: 19 Q And we see there on the signature line for 13:14:24 20 Swartz IP, certainly your name is located there; 21 correct? 22 A That is correct. 23 Q Okay. So if this contract was signed, was this 24 property actually closed on? 13:14:34 25 A Not to my knowledge.	13:15:27 1 Let me show you what's been marked as 2 Exhibit 19. Feel free to look at it and let me know 3 when you've completed your review, please. 4 A Okay. 13:15:57 5 Q All right. Does this appear to be an e-mail 6 thread? 7 A Yes, it does. 8 Q Looking at Page 579, the second page of the 9 exhibit, let's start and take the e-mails in order, 13:16:06 10 okay? 11 A Okay. 12 Q So Katrina Stagner, who appears to be in the 13 U.K.; correct? 14 A Yes. She's a lawyer in the U.K. 13:16:16 15 Q All right. And who was she working for? 16 A She worked with David for a very long time. 17 She did a lot of work with a company called Capitol 18 Films initially, which is a company that David and Ron 19 Tutor bought. And she did some legal work for David as 13:16:27 20 needed in the U.K. for U.K. companies. 21 Q What ever happened to Capitol Films? 22 A Capitol Films was bought by Ron Tutor and David 23 Bergstein from the ladies that started it. They used 24 it. It got put into some sort of involuntary 13:16:44 25 bankruptcy. And then, I guess, they got it back out and	
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13:14:36 1 Q What happened? 2 A I don't know. I had nothing to do with it. 3 Q You don't know if it failed to close, why it 4 failed to close? 13:14:44 5 A No, I do not. David would buy distressed 6 assets. Maybe it was a distressed asset he was going to 7 buy and sell it for more. I have no idea. I did not 8 have any interaction with Keller Williams besides this 9 document. 13:14:55 10 Q Were you concerned when you saw that you were 11 being asked to sign a letter of intent for Swartz IP 12 that was purchasing a piece of real estate, that that 13 didn't comport with Swartz IP's purpose as a business? 14 MR. WIECHERT: Assumes facts not in evidence. 13:15:08 15 THE WITNESS: No. I don't know what Dave was 16 up to. David was the one running it and in control of 17 it. 18 (Exhibit 19 was marked for 19 identification by the Court Reporter 14:15:32 20 and is attached hereto.) 21 BY MR. WALKER: 22 Q Let me hand you what's been marked as -- 23 A Should I start a new stack? 24 Q No, sir. You can just put it right there on 13:15:24 25 top. That's fine.	13:16:49 1 it's currently owned by, I think, Mr. Tutor and David 2 still, and there's a guy selling the rights to the 3 library and it's generating money. But I have nothing 4 to do with it. 13:16:59 5 Q Now, Ms. Stagner writes Mr. Bergstein and says, 6 "I'm having trouble finding info on Swartz IP Services, 7 Inc. I need an address to complete the share issue and 8 the full name of at least one officer for the company." 9 Did I read that correctly? 13:17:14 10 A Yes, you did. 11 Q Okay. And so David responds first by providing 12 her the 2420 Colorado Boulevard, Suite B205, Santa 13 Monica address; correct? 14 A Yes, sir. 13:17:27 15 Q And that was the address where you officed as 16 well? 17 A That is correct. 18 Q Then she responds on April 5, 2012, and the 19 subject is "Urgent, re" -- or re -- "Swartz officer 13:17:45 20 needed." 21 She responds, "David, if we need to get the 22 filing done before signing the SPA on Tuesday, I need 23 the following info for the Swartz officer before 24 6:00 p.m. U.K. today to e-file it today's date." And 13:17:56 25 she asked for name, date of birth, residential address,		

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13:18:00	1	et cetera; correct?	13:20:05	1	BY MR. WALKER:
	2	A Yes.		2	Q Yeah. And if you look back to Ms. Stagner's
	3	Q Okay. And then David forwards that to you on		3	e-mail on the second page.
	4	April 5, 2012 -- I'm sorry, let me start over.		4	A The first e-mail -- I mean, the last e-mail?
13:18:12	5	The next e-mail that we see in the string on	13:20:16	5	Q I'm sorry. The last e-mail on the first page.
	6	Exhibit 19 is an e-mail from David Bergstein to		6	A Okay.
	7	Ms. Stagner with a courtesy copy to you; correct?		7	Q She says, "I need the following info for the
	8	A Yes, sir.		8	Swartz officer;" correct?
	9	Q And it appears that this is the first time that		9	A Okay. Maybe the officer that they were going
13:18:24	10	you're brought into this discussion; correct?	13:20:27	10	designate for the U.K. company that is.
	11	A Yes, sir.		11	Q Was the U.K. company, as you understood it,
	12	Q And he says, "Kia is the officer. Kia, can you		12	going to be called Swartz as well?
	13	provide?"		13	A I don't remember the details of that.
	14	Did I read that correctly?		14	Q Okay. Well, he goes on to say, "Kia is the
13:18:34	15	A Yes, sir.	13:20:39	15	officer. Kia, can you provide?" And you provide the
	16	Q And then you respond to Mr. Bergstein and		16	information; correct?
	17	Ms. Stagner at the same time; correct?		17	A Uh-huh.
	18	A Yes, sir.		18	Q And then you ask, "What are the obligations?
	19	Q And you provide your name, your date of birth,		19	Is there any personal liability from me"; correct?
13:18:45	20	your residential address, your service address -- which	13:20:48	20	A Yes.
	21	would be the same 2425 Colorado, Santa Monica,		21	Q How did Da- -- did David respond to that?
	22	California address -- your US -- USA nationality, and		22	A I don't recall if David responded to an e-mail
	23	your business occupation; correct?		23	from 2012.
	24	A Yes, sir.		24	Q Why were you concerned about liability?
13:19:00	25	Q And then you ask, "David, what are the	13:21:03	25	A I would always ask what the responsibility and
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13:19:02	1	obligation? Any personal liability from me?"	13:21:05	1	liability is, to the extent that I could or remembered
	2	Correct?		2	to at the time.
	3	A Yes, sir.		3	Q So in any instance where we've seen that you
	4	Q But you agree with me that you didn't deny that		4	were the director or officer for the various entities
13:19:09	5	you were an officer of Swartz IP; correct?	13:21:14	5	that we've already looked at, you ascertained or looked
	6	A This is for a U.K. company. Swartz IP was		6	into the liability and responsibility for those
	7	going to set up a U.K. company.		7	positions before you accepted them?
	8	Q Yes, sir. And they're asking for someone -- an		8	MR. WIECHERT: It's compound.
	9	officer of Swartz IP to assist in that setup; right?		9	THE WITNESS: Not necessarily. In this case I
13:19:24	10	MR. WIECHERT: Vague and ambiguous as to which	13:21:27	10	just asked them clearly, another company that I didn't
	11	Swartz IP.		11	know anything about. You see all the e-mails initially
	12	THE WITNESS: I think that this was they wanted		12	were just between them. He's asking me to become an
	13	officers for the U.K. company. I'm not sure what the --		13	officer of a U.K. company and I was asking, so what
	14	I don't remember. But I think they were setting up a		14	is -- how does it work in the U.K.? Is there any
13:19:35	15	U.K. company. I don't know if it ever got set up or	13:21:39	15	liability? It's a simple question.
	16	not. And this is what that's about.		16	BY MR. WALKER:
	17	BY MR. WALKER:		17	Q Okay. Let's take a look at Exhibit 20.
	18	Q And you never complained about being identified		18	A Okay.
	19	as -- well, let me ask you this: If it was for a U.K.		19	(Exhibit 20 was marked for
13:19:49	20	company that had yet to be set up, why is he saying in	13:21:48	20	identification by the Court Reporter
	21	his e-mail on April 5, 2012, "Kia is the officer"?		21	and is attached hereto.)
	22	MR. WIECHERT: Calls for speculation.		22	THE WITNESS: This is the same thing; right?
	23	THE WITNESS: I think she's asking who is going		23	BY MR. WALKER:
	24	to be officer over the U.K. company. That's how I read		24	Q Okay. Now, this picks up -- if you look the
13:20:04	25	it.	13:22:04	25	second page of Exhibit 20.

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13:22:05	1	A 2318?	13:24:04	1	Did I read that correctly?
	2	Q 2316.		2	A Yes, you did.
	3	A Sorry, sorry, sorry. Yes. Okay.		3	Q And what did you understand her to mean when
	4	Q You see Mr. Bergstein's e-mail to Ms. Stagner		4	she wrote that to you?
13:22:14	5	with a copy to you saying, "Kia is the officer. Kia,	13:24:11	5	A I don't remember if at the time. It just -- I
	6	can you provide;" correct?		6	probably read it and said, okay, I don't have any
	7	A Yes.		7	personal liability in the U.K. entity that she was
	8	Q Okay. And then now we see in this -- in the		8	forming.
	9	thread an e-mail from you to Ms. Stagner saying,		9	Q Now, when she says, as far as personal
13:22:27	10	"Katrina, can you answer my question regarding	13:24:19	10	liability, it should not be an issue because your
	11	liability?"		11	personal assets are not involved, only what you may have
	12	That's the bottom of the first page; correct?		12	invested in Swartz IP Services, which could be at risk,
	13	A Okay.		13	what had you invested in Swartz IP Services prior to
	14	Q And so when you sent her the e-mail on April 6,		14	April 10, 2012?
13:22:37	15	2012, asking her answer your question regarding	13:24:34	15	A Nothing.
	16	liability, I see that you didn't copy Mr. Bergstein on		16	Q So you understood when you read that that you,
	17	that; correct?		17	therefore, had nothing at risk, according to
	18	A I did not.		18	Ms. Stagner?
	19	Q So you were looking into this independently?		19	MR. WIECHERT: Assumes facts not in evidence.
13:22:47	20	A I just hit reply. I don't -- I don't want to	13:24:43	20	No foundation.
	21	make a meal of it. I just hit reply.		21	THE WITNESS: According to what she says in the
	22	Q And she responds to you on the 10th of April;		22	U.K. company, yes, I would have no risk.
	23	correct?		23	BY MR. WALKER:
	24	A That is correct.		24	Q Because you knew that you had never invested a
13:23:00	25	Q Now, in the second paragraph she says, "The	13:24:50	25	dime in Swartz IP; correct?
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13:23:02	1	filing we completed in the U.K. was to allocate	13:24:50	1	A I had not invested money in Swartz IP.
	2	additional shares to Swartz IP Services, Inc., for which		2	Q And you thank her for her response to your
	3	I understand you are an officer."		3	questions; correct?
	4	Did I read that correctly?		4	A Yes, sir.
13:23:12	5	A Yes.	13:25:03	5	Q Let me hand you what's been marked as
	6	Q She goes on to state, "The English company for		6	Exhibit 21.
	7	which we were filing is Pagoda 2 Limited. Effectively,		7	(Exhibit 21 was marked for
	8	there are two layers of companies: Pagoda 2 Limited and		8	identification by the Court Reporter
	9	Swartz IP Services, Inc."		9	and is attached hereto.)
13:23:26	10	Did I read that correctly?	13:25:13	10	THE WITNESS: Okay.
	11	A You did.		11	BY MR. WALKER:
	12	Q She goes on to say, "Since we have a U.K.		12	Q This is an e-mail from David Bergstein to you
	13	limited company that is limited by shares, any potential		13	and Frymi Biedak; correct?
	14	liability you as a shareholder may have is in any way of		14	A Yes, sir.
13:23:37	15	the capital you may have invested in Swartz IP Services	13:25:23	15	Q Dated April 16, 2012?
	16	Inc."		16	A Yes, sir.
	17	Did I read that correctly?		17	Q And he says, "Please wire \$20,000 from IA to
	18	A Yes, you did.		18	Jerry Swartz."
	19	Q What did you understand that to be indicating		19	Did I read that correctly?
13:23:46	20	with respect to your personal potential liability?	13:25:31	20	A Yes, sir.
	21	A I don't remember what I thought at the time.		21	Q And so you understood IA to be referencing your
	22	Q She goes on, "As far as personal liability, it		22	company, Integrated Administration?
	23	should not be an issue because your personal assets are		23	A That is correct.
	24	not involved, only what you have invested in Swartz IP		24	Q Why was \$20,000 going from your company,
13:24:03	25	Services, which could be at risk."	13:25:40	25	Integrated Administration, to Jerry Swartz?

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13:25:44 1 A He and Jerry had worked together a lot. I
2 assumed it was a payment that was due Jerry for the work
3 he was doing or for the introductions or the agreements
4 or whatever it was. I didn't question it.

13:25:52 5 David would bring in the money and tell us how
6 the money was to be spent. So if there was money in the
7 account, it was money that he likely had brought in, and
8 then he would tell me what to spend where.

13:26:08 9 Q He goes on, "Kia, money for Amex being wired in
10 separately."
11 Did I read that correctly?
12 A Yes, you did.
13 Q Let's talk about that account. So at this time
14 in 2012, you had a personal American Express account?

13:26:16 15 A Yes, I did.
16 Q Was it in your name?
17 A Yes, sir.
18 Q Was it an individual account or a business
19 account?

13:26:21 20 A It was an individual account. I think I had a
21 business account as well, but this particular one was
22 likely an individual account.
23 Q And what did you use your individual American
24 Express card for?

13:26:33 25 A For whatever I needed a credit card for.

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13:26:37 1 Q Personal expenses?
2 A Some personal, some corporate.
3 Q Dinner?
4 A Mostly corporate. Yeah.

13:26:41 5 Q But personal expenses, dinner, whatever?
6 A Yeah. There's a lot of socialization in my
7 business. A lot of lunches and dinners and things of
8 that sort that you have to do, yes.
9 Q Did you use it purchase things for your home?

13:26:53 10 A Probably. I don't recall specifically the
11 uses, but yes.
12 Q Now, there was some mention yesterday in
13 Mr. Zarrinkelk's testimony to the fact that it's an
14 American Express black card?

13:27:03 15 A It was, yes.
16 Q Okay. And what's the significance of that?
17 A It's a -- it's a high-level card that -- that
18 means you have a good standing and high credit scores
19 and you've been with American Express for a while. It's
20 the highest -- it's the highest status you can get from
21 American Express at the time.
22 Q Did you agree -- do you agree with
23 Mr. Zarrinkelk that there's no credit limit for such a
24 card?

13:27:27 25 A There is a credit limit, but it's based on your

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13:27:29 1 previous spending.
2 Q So did Mr. Bergstein, either on or before
3 April 16, 2012, or thereafter, also hold an American
4 Express credit card from the same account?

13:27:45 5 A At some point he did. I don't know the timing
6 works, but at some point, yes, he did. I gave him a
7 supplemental credit card on my American Express account.
8 Q Why would you do that?
9 A He came to me and said, "My credit's bad. I
10 can't get a credit card. Let me use it. I'll pay for
11 my charges." And I did.
12 Q When did that take place?
13 A When?
14 Q Yes, sir.

13:28:05 15 A I don't know. I don't remember.
16 Q What year did that take place?
17 A I don't remember. I'm sure the records exist
18 and you've been provided or can be. I don't remember
19 off the top of my head.

13:28:14 20 Q Other than David Bergstein, who else had
21 authorized cards on that account?
22 A For a very short period of time, I think my
23 sister did. I don't think she ever put a single charge
24 on it. I got it for her so she could get status on an
25 airline or something like that. But that was it.

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13:28:29 1 Q When you received your monthly billing
2 statements, were they received in -- in paper through
3 the mail or --
4 A Yes.

13:28:34 5 Q -- by e-mail?
6 A Paper. Maybe and e-mail. But paper, they
7 would be mailed to Majid's office.
8 Q And then --
9 A Majid would scan them and send them to me, or
10 his assistant or something.

13:28:42 11 Q So Mr. Zarrinkelk would scan the statements for
12 your American Express card and then send them to you?
13 A Yes.
14 Q What did you do with them?

13:28:59 15 A I would typically code them, you know, to say
16 this is a personal item; this is work, for what project;
17 this is for this project; this is for overhead; this is
18 dinner, who it was. I would just code them and then
19 send them back to him so he can code the charges
20 individually to their respective accounts.

13:29:12 21 Q How were you paying the monthly statement for
22 that account?
23 A It was a -- typically, a combination of
24 whatever the charges were that were corporate charges, I
25 would cut a check from the company. David would fund

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13:29:27	1 money for whatever his charges were. And for a while 2 that was working just fine. 3 Q Which company would you cut a check from? 4 A It varied. Maybe mostly I -- maybe K.Jam 13:29:39 5 Media. K.Jam Media at the time, probably. I don't 6 know. Majid would know where. I'm sure we have the 7 records. I don't recall specifically. 8 Q And some of the checks would be cut by you from 9 the Integrated Administration account? 13:29:51 10 A Probably, yes. 11 Q Were there any other companies that you used 12 the bank account funds to pay for any portion of your 13 American Express bill at any time? 14 A I don't recall. Don't think so. 13:30:04 15 Q Let me hand you what's been marked as 16 Exhibit 22, sir. 17 A Thank you. 18 (Exhibit 22 was marked for 19 identification by the Court Reporter 13:30:12 20 and is attached hereto.) 21 BY MR. WALKER: 22 Q Let me know when you've completed your review 23 of this document, please. 24 A Okay. Okay. 13:30:23 25 Q So it begins with an e-mail from you to David	13:31:34 1 KJM, and -- and Integrated Administration? 2 A I would imagine so, yes. 3 Q And KJM there stands for K.Jam Media? 4 A That is correct. 13:31:41 5 Q So you and Mr. Bergstein were close enough that 6 if he asked for ledgers for your own companies, K.Jam 7 Media and Integrated Administration, you would forward 8 them to him? 9 A I would forward them to him because a lot of 13:31:54 10 times I needed his help to help me code things because 11 he was the one that was arranging the funding coming in, 12 and I would -- there's dozens and dozens of e-mails of 13 me chasing him saying, I need you to sit with Majid and 14 I so we know what is this? Where did it come from? How 13:32:06 15 I do log it? What's income? What's not? Just to make 16 sure that my records were kept clean. 17 Q Why have those dozens of e-mails not been 18 produced to us? 19 A I don't know. 13:32:18 20 Q Looking at Page 1216, it reflects a wire 21 transfer from Swartz IP Services Group in the amount of 22 \$50,000? 23 A Yes. 24 Q What was the purpose of that? 13:32:33 25 A I don't recall.	
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13:30:26 1 Bergstein and Majid Zarrinkelk; correct? 2 A Okay. Yes. 3 Q And it's on April 19, 2012? 4 A Yes, sir. 13:30:33 5 Q And you're forwarding the Matrix Hub and 6 Pineboard cash ledgers; correct? 7 A Yes, sir. 8 Q And you say in your e-mail, "Hey, David, here 9 are the ledgers for Matrix for Pineboard. Majid will 13:30:45 10 send the others (Pagoda, KJM, IA) later today"; correct? 11 A Yes, sir. 12 Q Where were the records kept or maintained that 13 you used to pull these ledgers from for Matrix and 14 Pineboard? 13:31:05 15 A Majid's -- Majid, at his accounting firm down 16 in Orange County. 17 Q Why did you send the ledgers for Matrix and 18 Pineboard while Majid was sending the others? 19 A Because Majid probably -- David asked for them. 13:31:16 20 These two were probably ready and Majid was going to get 21 the other ones ready later that day. 22 Q What was the purpose of forwarding these 23 ledgers to Mr. Bergstein? 24 A He asked for them. 13:31:29 25 Q Now, did he also ask for ledgers for Pagoda,	13:32:43 1 Q Turning to Page 1218. 2 A Okay. 3 Q What is this document? 4 A This is a bank statement for a Pineboard 13:32:52 5 Holdings account at Wells Fargo dated -- where's the 6 date -- March 1st, 2012. 7 Q Well, I guess it's the statement for March 1st 8 through March 31, 2012; correct? 9 A That's correct. You're correct, yes. 13:33:11 10 Q Okay. And it shows that, I guess, this 11 reflects that you had access to the Pineboard Holdings 12 bank account? 13 A Yes, I did. 14 Q Okay. And you were receiving the bank 13:33:21 15 statements at the Irvine, California, address? 16 A Yes. They would go to Majid. 17 Q And this shows that Pineboard, at that time, 18 had a beginning balance of \$645? 19 A As of 3/1, yes. 13:33:36 20 Q And then Swartz IP money came in totaling 21 \$50,000? 22 A Yes, sir. 23 Q And then \$45,027 went out all in the same month 24 that the 50,000 came in? 13:33:49 25 A Yes, sir.		

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13:33:49	1 Q Leaving a balance of \$3704.67?	13:36:29	1 A Piscula, yes.
	2 A Well, the balance was 5618; right? The average		2 Q What was his role?
	3 balance is the one you said.		3 A He was an office manager and he worked very
	4 Q I'm sorry. I stand corrected. Thank you.		4 closely with Frymi. He was in Frymi's office 90 percent
13:34:03	5 A No problem.	13:36:37	5 of the day, and the rest of the time he just handled
	6 Q Going to the next page.		6 office management duties.
	7 A Yes, sir.		7 Q Who was his employer?
	8 Q We see on March 22nd there was a wire transfer		8 A He was under Integrated Administration. All --
	9 from Swartz IP's account in the amount of \$50,000;		9 everybody was employed by Integrated Administration for
13:34:13	10 correct?	13:36:48	10 a while. And then after -- before and after that, he
	11 A Yes, sir.		11 was employed by David directly. By one of David's
	12 Q And then the very next day, check 1001 is		12 entities. Maybe Graybox. I don't know.
	13 issued for \$45,000; correct?		13 Q Okay. And I apologize, sir. I misspoke.
	14 A Yes, sir.		14 These time stamps are off. I remember this from
13:34:29	15 Q Who did that check go to?	13:37:04	15 Ms. Biedak's deposition. But I think they actually go
	16 A I have no idea.		16 in the normal order from back to front.
	17 Q Who wrote the check?		17 A Okay. No problem. I'll start at the end.
	18 A I have no idea. I don't recall that.		18 Q So going to the e-mail from Mr. Zarrinkelk on
	19 Q Do you recall asking Mr. Bergstein about that?		19 April 19, 2012, at 12:24 p.m. on the -- Page 480.
13:34:45	20 A I do not recall, no.	13:37:18	20 Do you see that?
	21 Q Is it possible you didn't ask at all?		21 A Yes, sir.
	22 MR. WIECHERT: Objection. Calls for		22 Q Okay. That was also sent to Ms. Biedak, to
	23 speculation.		23 you, and to David Bergstein; correct?
	24 THE WITNESS: I would -- as I've said already,		24 A Yes, sir.
13:34:56	25 he controlled the companies and the money flow. He	13:37:25	25 Q With a courtesy copy to Steve Piscula?
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13:34:59	1 probably said, Hey, wires coming in for 50,000. I need	13:37:29	1 A Yes, sir.
	2 you to write a check for this amount to those people and		2 Q Now, Mr. Zarrinkelk says, "Dear Frymi, please
	3 I did. And I kept -- I would ask for backup so I could		3 give me the address for bank and the recipient on the
	4 have backup for it for the accounting files.		4 third wire. For future reference, I have access to all
13:35:09	5 BY MR. WALKER:	13:37:38	5 the accounts, thus transfer between our own accounts,
	6 Q Thank you. Let me hand you what's been marked		6 i.e. Integrated Administration and Pineboard, can be
	7 a Exhibit 23.		7 done online without the need for wiring."
	8 A Thank you.		8 Did I read that correctly?
	9 (Exhibit 23 was marked for		9 A Yes, sir.
13:35:15	10 identification by the Court Reporter	13:37:48	10 Q Okay. And if you'd look to the attachments,
	11 and is attached hereto.)		11 the third wire.
	12 BY MR. WALKER:		12 A Which one is the third one? Oh, the last page?
	13 Q Let me know when you've completed your review		13 The very last page?
	14 of this document.		14 Q I believe so. Yes, sir.
13:35:27	15 A One second, please.	13:38:03	15 A Okay. The very last page, yes. It's a
	16 Q Of course. Take your time.		16 confirmation of a wire for -- from Majid, domestic.
	17 A Okay.		17 Q What -- what was the purpose of that wire?
	18 Q All right. Okay. I think this e-mail thread		18 A I do not know.
	19 actually goes from top to bottom.		19 Q Okay. It shows a \$1 million wire transfer into
13:36:14	20 A Okay.	13:38:22	20 Swartz IP Services Group account; correct?
	21 Q So we start with an e-mail from Mr. Zarrinkelk		21 A Yes, it does.
	22 to Ms. Biedak, to David Bergstein, and to you on		22 Q Was that million dollars paid on April 19,
	23 April 19, 2012, at 11:55 a.m.; correct?		23 2012, as the wire reflects, to satisfy the \$1 million
	24 A Yes, sir.		24 redemption request that had been made against Swartz IP?
13:36:25	25 Q And a courtesy copy was sent to Steve Piscula?	13:38:40	25 A I have no idea.

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13:38:47	1 Q Going to the second from the last page. It's a	13:41:05	1 BY MR. WALKER:
	2 wire confirmation showing the beneficiary being Donald		2 Q Now, at the bottom of Exhibit 24 is an e-mail
	3 Carroll.		3 from James King to David Bergstein with a copy to Jerry
	4 A Yes, sir.		4 Swartz; correct?
13:38:58	5 Q Why was that \$33,000 sent to Mr. Carroll?	13:41:15	5 A That is correct.
	6 A I don't know. Don was a guy who did all the IT		6 Q Who is James King? What was his role?
	7 for all the companies and was in charge of the phone		7 A According to this, he's a CPA. That's all I
	8 and -- and fax and network and stuff. I'm assuming for		8 know.
	9 that, but I do not know the answer to exactly why this		9 Q He asks Mr. Bergstein to used the attached wire
13:39:15	10 one was sent.	13:41:29	10 transfer instruction for Jerry Swartz's account; is that
	11 Q How long had you known Don Carroll as of		11 correct?
	12 April 2012?		12 A Yes, he does.
	13 A I met Don right around the time I started		13 Q And that was for what he characterized as
	14 working with David in this building. He's a very close		14 "today's wire transfer and all future transfers";
13:39:26	15 friends of David's, and still is to this day, I think.	13:41:38	15 correct?
	16 And he, as long as I've known him, has been the computer		16 MR. WIECHERT: Document speaks for itself.
	17 IT guy for David. One of the computer IT guys for		17 THE WITNESS: Yes.
	18 David. David went through a few more.		18 BY MR. WALKER:
	19 Q Now, the -- on Page 483 we see a wire of		19 Q Okay. And then David Bergstein responds to
13:39:41	20 \$500,000 to -- for the benefit of General Health	13:41:48	20 that with an e-mail dated April 26, 2012, to you and
	21 Technologies LLC; correct?		21 Frymi Biedak; correct?
	22 A Yes.		22 A Yes, sir.
	23 Q What was the purpose of that \$500,000 payment?		23 Q And he says, "From Integrated Administration
	24 A I don't know.		24 please wire \$80,000 to these instructions." Although, I
13:39:55	25 Q And these moneys were all coming out of	13:42:02	25 guess -- I guess it was intended to be 80,000. Or was
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13:40:01	1 Pineboard Holdings, a company that you were an officer	13:42:04	1 it intended to be 800,000?
	2 for?		2 A Where are you getting 800,000?
	3 A Yes.		3 Q Well, there's an extra zero or there's a
	4 Q Going to the first page of Exhibit 23.		4 missing zero.
13:40:15	5 A Yes, sir.	13:42:15	5 A Oh, I see. Yeah, I just noticed that.
	6 Q There in Frymi Biedak's e-mail on April 19,		6 Q What was that amount, do you know?
	7 2012, that was directed to you, Mr. Zarrinkelk, and		7 A I don't, but I'm imagining 80,000.
	8 Mr. Bergstein with a copy to Mr. Piscula.		8 Q Okay.
	9 A Uh-huh.		9 A Because of where the comma is.
13:40:26	10 Q You see that Swartz IP Group Services, Inc.,	13:42:25	10 Q Fair enough. And it says, "This is consulting
	11 has its address at 2425 Colorado Avenue here in		11 fees for Jerry."
	12 California; correct?		12 That would be Jerry Swartz?
	13 A Yes.		13 A Yes.
	14 Q In Santa Monica, particularly?		14 Q What consulting services was Jerry Swartz
13:40:38	15 A Yes.	13:42:38	15 providing?
	16 Q And that was your office address?		16 A Jerry was providing lots of services for David.
	17 A Yes, it was.		17 I don't know specifically what. As I told you, my
	18 Q Let me hand you what's been marked as		18 interactions with Jerry were very limited. But he and
	19 Exhibit 24, sir, and ask if you could identify that		19 David had a number of businesses together and worked
13:40:52	20 document?	13:42:49	20 together on a lot of things. So specifically what he
	21 (Exhibit 24 was marked for		21 was doing at this time, I don't know.
	22 identification by the Court Reporter		22 Q Why would your company, Integrated
	23 and is attached hereto.)		23 Administration, pay Mr. Swartz \$80,000 for consulting
	24 THE WITNESS: Okay.		24 fees?
13:41:05	25 ///	13:42:59	25 A Because, as I mentioned earlier, IA was the

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13:43:02	1 company that would pay people. It was -- that's the	13:45:03	1 Q What would he tell you, for example?
	2 purpose of IA was set up to pay payroll and pay people	2	A I would say, is this money that's coming in?
	3 and whatnot. And so -- for work they were doing. So	3	Is it income? What is it?
	4 I'm assuming Jerry was doing some clearly consulting	4	And then he would tell me if it was income and
13:43:13	5 work and he needed to get paid for it, so David funded	13:45:10	5 then I would let -- I would write income, I'd tell Majid
	6 IA to make that payment.	6	that this 10, 20, 50,000 that came in is income to the
	7 Q How do you know that Mr. Bergstein funded IA to	7	company, and then Majid could log it as that so that
	8 make this payment?	8	when at the end of the year he wanted file the taxes, he
	9 A Because I -- Mr. Bergstein was the primary	9	knew how much was income and what the rest of it was.
13:43:25	10 funder of IA.	13:45:24	10 Q What it did mean -- what did it mean to you
	11 Q What was the source of his funding for	11	when Mr. Bergstein said that a sum of money that was --
	12 Integrated Administration?	12	he was placing in Integrated Administration was income?
	13 A Multiple sources. I don't know.	13	A It was income to Integrated Administration.
	14 Q You don't know what they were?	14	Q For what? What -- what did Integrated
13:43:32	15 A He had multiple sources. I don't -- you know,	13:45:36	15 Administration do to earn that income?
	16 money would come from multiple companies, multiple	16	A It provided the services of overhead services,
	17 entities, himself. He would generate the funds. I	17	payroll services, people, office or operations, phones,
	18 don't know specifically where he would bring the money	18	Internet, copy machine.
	19 from.	19	Q Why wasn't there just funding provided by
13:43:42	20 Q So Integrated Administration was not making	13:45:51	20 payment of regularly issued invoices to different
	21 these payments based upon any profit that it was	21	companies?
	22 earning?	22	A I don't know. There were some invoices. There
	23 A No. It was making payments based on money	23	were invoices at times. But not everything was
	24 David would put into it and money that I was generating	24	invoiced.
13:43:51	25 myself outside of my work with David.	13:46:01	25 Q So you would just accept a blanket
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13:43:55	1 Q So you're saying that -- that Integrated	13:46:04	1 characterization of a lump sum of cash as income because
	2 Administration had earnings that you were generating?	2	Mr. Bergstein characterized it as that?
	3 A Yes, sir.	3	A Yes.
	4 Q And yet you didn't have any complaints or	4	Q And you would accept that on your company,
13:44:04	5 concerns about a request that \$80,000 go to Mr. Swartz	13:46:12	5 Integrated Administration?
	6 for consulting fees that you were unaware of?	6	A Yes.
	7 A As I said, you know, he was doing a bunch of	7	Q And then you would instruct your financial
	8 work for David and I don't specifically know what that	8	advisor and accountant to characterize it as -- that sum
	9 work was. And I'm sure David provided that funding.	9	of money as income for tax purchases?
13:44:20	10 And whatever I had -- to whenever I could generate	13:46:22	10 A Yes.
	11 money, I would put it into the company as well and use	11	Q And you had no idea what the source of that
	12 it to pay whatever company debts needed to be paid. I	12	income was?
	13 thought we were building something great. This was	13	A He would -- if he would tell me, I would --
	14 going to be the foundation for greatness for a whole	14	whatever information he would tell me I would send over
13:44:34	15 bunch of people, but that clearly didn't happen.	13:46:28	15 to Majid as well so Majid would know it. On, I think,
	16 Q And you weren't concerned about the fact that	16	one occasion we actually met, the three of us, and went
	17 you had no idea of the source of the funds that	17	through the chart and David would tell specifically
	18 Mr. Bergstein was placing into your company?	18	Majid what each thing was.
	19 A I kept asking him for what the source was, and	19	Q How would he describe it?
13:44:49	20 once in a while he would tell us and we'd write it up so	13:46:39	20 A I don't remember what he said.
	21 that Majid could file the proper tax returns. And --	21	Q Would he say, this is income?
	22 and he would tell us at that point what the source was.	22	A Sure. On some occasions, he would.
	23 Whether it was income, wasn't income, was it a loan.	23	Q Did he ever actually produce any documentation?
	24 What was it, and he would tell us and then Majid would	24	A I don't recall.
13:45:02	25 file the appropriate --	13:46:51	25 Q Let me hand you what's been marked as

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13:46:54	1 Exhibit 25, sir.	13:48:57	1 specifically what this was about.
	2 A Thank you.		2 Q Look at Page 08.
	3 (Exhibit 25 was marked for		3 A 08, sure.
	4 identification by the Court Reporter		4 Q Up at the top under fees, it says, "The company
13:46:56	5 and is attached hereto.)	13:49:05	5 shall pay the consultant the fee set forth in
	6 THE WITNESS: Okay.		6 Exhibit A"; correct?
	7 BY MR. WALKER:		7 A Yes, sir.
	8 Q So Exhibit 25 begins with an e-mail from a		8 Q All right. And here on Paragraph 12 of
	9 gentleman named George McArthur to Mr. Bergstein with a		9 Page 10.
13:47:27	10 copy to James King and Jerry Swartz; correct?	13:49:18	10 A Okay.
	11 A Yes, sir.		11 Q Under superseding agreement it states, "In the
	12 Q And Mr. McArthur is forwarding a signed		12 past consultant entered into various agreements with
	13 consulting agreement from Mr. Swartz; correct?		13 David Bergstein and/or his affiliated entities."
	14 A Correct.		14 A What page, I'm sorry, again?
13:47:37	15 Q And then Mr. Bergstein forwards it to you and	13:49:28	15 Q Ten.
	16 asked you to sign and return it to him; correct?		16 A Ten. Sorry. I went to the last page.
	17 A Yes, sir.		17 I apologize. Can you do again what you just
	18 Q Now, looking at the agreement itself, which		18 did?
	19 begins on the second page of the exhibit, this is set up		19 Q Of course, sir. If you look at Paragraph 12 of
13:47:50	20 as a consulting services agreement between Jerome Swartz	13:49:30	20 the consulting agreement.
	21 individually and Integrated Administration; correct?		21 A Okay.
	22 A Yes, sir.		22 Q It states that "In the past, consultant -- that
	23 Q Again, looking at this, does it refresh your		23 would be Jerry Swartz; correct?
	24 recollection of what consulting services agreement		24 A Yes, sir.
13:48:03	25 Mr. Swartz was providing specifically to Integrated	13:49:39	25 Q -- entered into various agreements with David
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13:48:06	1 Administration?	13:49:40	1 Bergstein and/or his affiliated entities, the
	2 A No. I just assumed it was him, his Rolodex,		2 ("Bergstein parties"); correct?
	3 his knowledge, his people. He's a very, very smart man		3 A Yes, sir.
	4 and was a very, very wealthy man. He had sold his last		4 Q For consulting work?
13:48:15	5 company for hundreds and hundreds of millions of	13:49:52	5 A Yes, sir.
	6 dollars. And he was a good friend of David and did a		6 Q What consulting work had been memorialized in
	7 bunch of stuff together, so I had no reason to question		7 prior agreements between David Bergstein and his
	8 this.		8 affiliated entities on the one hand and Mr. Swartz on
	9 Q And he would be signing a consulting services		9 the other?
13:48:24	10 agreement with what you characterize as a payroll	13:50:03	10 A I don't know.
	11 company?		11 Q When that references affiliated entities, did
	12 A A company that provided overhead services, yes.		12 that include Integrated Administration, Pagoda --
	13 Q All right. And so why would he be signing a		13 A I don't know.
	14 consulting services agreement with that kind of company?		14 Q -- other companies with which you have an
13:48:37	15 A So he could get paid from that kind of company.	13:50:12	15 affiliation also?
	16 Q Right. But what services was he providing		16 A I don't know. It could have.
	17 Integrated Administration?		17 Q It states, "Those prior agreements are hereby
	18 A I feel like I've answered this question a		18 terminated and neither of the Bergstein parties or
	19 bunch. I don't mean to frustrate you, but I'm getting		19 consultant shall have any further obligation to the
13:48:45	20 frustrated because you're answering [sic] me the same	13:50:23	20 other under those agreements."
	21 question a number of different ways.		21 Did I read that correctly?
	22 I don't know specifically what he and David		22 A Yes, you did.
	23 talked about, what he was doing. I know him to be a		23 Q And so did you understand that this was now the
	24 very savvy, successful businessman who was doing a lot		24 sole and preeminent consulting services agreement that
13:48:55	25 of different things with David, and I don't know	13:50:34	25 existed with Mr. Swartz?

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13:50:36	1 MR. WIECHERT: Assumes facts not in evidence. 2 No foundation. 3 THE WITNESS: Sure. 4 BY MR. WALKER: 13:50:40 5 Q All right. And looking at Exhibit A, which is 6 the compensation -- 7 A Yes, sir. 8 Q -- on Page 13, "The consultant will perform the 9 following services: Provide consulting services on an 13:50:49 10 as-need basis for various company projects." 11 Did I read that correctly? 12 A Yes, sir. 13 Q And company is defined to be Integrated 14 Administration; correct? 13:50:58 15 A Yes. 16 Q So what company projects did Integrated 17 Administration have that would require Mr. Swartz's 18 consulting services? 19 A He worked on a number of projects with David. 13:51:08 20 I don't know specifically which ones, but I know there 21 was multiple projects. The one that I interacted with 22 him on was the movie stuff and Broadway 4D. Those are 23 the only two that I can tell you. But what other things 24 he was doing with David, I don't know. 13:51:23 25 Q Yes, sir. But my question was, with respect to	13:52:19 1 A I don't know. Maybe he consulted on the 2 medical billing, anything in the medical arena. He was 3 a doctor who had a lot of things in the medical field, 4 including some things he was doing at a university in 13:52:30 5 San Diego that he told me about, about brain stuff. I 6 don't know if he was involved in that. I don't know if 7 he was consulting on the medical billing. I don't know. 8 Q Was Integrated Administration conducting 9 medical billing services as a company? 13:52:43 10 A Integrated Administration was paying the 11 salaries of a company called Sovrin, which was in the 12 medical billing business, yes. 13 Q But Integrated Administration was not 14 conducting medical billing services; correct? 13:52:53 15 A No. I've told you what Integrated 16 Administration did and medical services was not what it 17 did. 18 Q And for these supposed services under 19 compensation, Mr. Swartz was to be paid \$20,000 a month? 13:53:05 20 A Uh-huh. That's what it says. 21 Q And he was also going to be paid the total sum 22 of \$200,000 for the prior services? 23 A Okay. 24 Q What were those prior services that Integrated 13:53:16 25 Administration received?	
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13:51:25 1 providing consulting services on an -- consulting 2 services on an as-needed basis for various company 3 projects, company is defined in this agreement as 4 Integrated Administration; correct? 13:51:36 5 A Yes. 6 Q Okay. So what company projects was Integrated 7 Administration conducting that it required Mr. Swartz's 8 consulting services? 9 A I don't know what Jerry Swartz was working on. 13:51:47 10 Q You don't know what he was working on for your 11 own company? 12 A He was working on -- as I mentioned, Integrated 13 Administration was the company that paid him for any 14 work that he had done on any of the Bergstein deals that 13:51:54 15 he was doing at the time. So I don't know what he was 16 doing with David. 17 Q But you agree with me that when it's talking 18 about various company projects, it's talking about 19 projects of Integrated Administration? 13:52:06 20 A Or the employees of Integrated Administration 21 working on something -- something. Sorry. What? What 22 happened? 23 Q And can you identify any company projects that 24 Integrated Administration was conducting that required 13:52:18 25 Mr. Swartz's --	13:53:18 1 A I don't know. He and David were the ones 2 working on the deals. I don't know what he and David 3 worked on. 4 Q And you -- you're not able to identify any 13:53:26 5 company projects that Integrated Administration was 6 conducting requiring Mr. Swartz's consulting services 7 that would have justified \$240,000 a year in payments? 8 A It's not 240,000 a year. It 200,000 for 9 previous work and 20,000 a month going forward. As I 13:53:43 10 told you, what I think he did was maybe he worked with 11 David on the medical billing. I know was working on 12 Broadway 4D. Those are the only two things that I could 13 speak of. I don't know what else he and David were 14 working on. 13:53:53 15 Q So there were no distinct Integrated 16 Administration projects that Mr. Swartz was consulting 17 on? 18 A Integrated Administration didn't have projects. 19 Integrated Administration was not a company that had 13:54:01 20 projects. 21 Q And you would agree with me that 20,000 a month 22 is 240,000 a year; right? 23 A Yes. I misread the bottom line. Sorry about 24 my earlier statement. 13:54:09 25 Q So in the first year he would have been paid		

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13:54:12	1 \$440,000?	13:55:57	1 Q Your complaints, your begging, your screaming,
	2 A According to this document, yes.	2	your complaints --
	3 Q Let me hand you, sir, what's been marked as	3	A There is --
	4 Exhibit 26.	4	Q -- concerns, nothing?
13:54:19	5 (Exhibit 26 was marked for	13:56:02	5 A There are -- there are correspondence back and
	6 identification by the Court Reporter	6	forth between he and I and me asking for him to -- how
	7 and is attached hereto.)	7	much are -- how much we need, for example, for this
	8 BY MR. WALKER:	8	week, the needs are X for payroll, X for bills, X for
	9 Q This is an e-mail from Frymi Biedak to you	9	this.
13:54:32	10 dated April 27, 2012; correct?	13:56:13	10 Q Right. But you never complained about him
	11 A Yes, sir.	11	making payments for life insurance policies or for a
	12 Q And the subject is wire transfer out of	12	consultant that was not providing services to your
	13 Integrated Administration; correct?	13	company; right?
	14 A Yes, sir.	14	MR. WIECHERT: Objection. Assumes facts not in
13:54:40	15 Q And she says, "Per David's request, a wire	13:56:22	15 evidence. No foundation.
	16 needs to be sent to Phoenix Life Insurance in the amount	16	THE WITNESS: I did not think Jerry was not
	17 of \$12,000"; correct?	17	providing services. I thought Jerry was actually
	18 A Yes, sir.	18	providing services. I just don't know what they were
	19 Q Why was that being done out of Integrated	19	because I was not the one interacting with him on a
13:54:51	20 Administration?	13:56:34	20 daily basis.
	21 A I don't know.	21	BY MR. WALKER:
	22 Q Who was the insured life?	22	Q But, again, there's no e-mails from you to
	23 A I think what David was -- one of the things	23	Mr. Bergstein complaining about his exercise of control,
	24 David was doing around this time was there was a	24	as you characterize it, over any of your companies, is
13:55:02	25 business they had where they were buying life insurance	13:56:43	25 there?
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13:55:05	1 policies at a discount, or something to do with that	13:56:44	1 A No. I would talk to him as often as I could
	2 where they were buying life insurance policies for	2	about this stuff and keep telling him what was needed.
	3 people that, I guess, weren't paying for them anymore or	3	I would have conversations with him about specifically
	4 something like that. So there were multiple payments	4	payroll when payroll was late. Things of that sort.
13:55:14	5 that went out to various life insurance policies.	13:56:55	5 Q And I take it you never retained legal counsel
	6 Q Who were the insureds?	6	to look at putting a stop to any of this or ascertaining
	7 A I don't know. I was not dealing with it.	7	whatever liability you might have as a result of
	8 Q Who were the beneficiaries?	8	Mr. Bergstein's so-called control?
	9 A I don't know. I wasn't dealing with it.	9	A No, I did not.
13:55:25	10 Q They were just being paid out of your company?	13:57:06	10 Q I take it you never consulted with
	11 A Yes. He would fund the company and direct the	11	Mr. Zarrinkelk about any of that? Until it had blown up
	12 funds.	12	on you?
	13 Q How do you know that he funded the money	13	MR. WIECHERT: Vague and ambiguous.
	14 necessary to pay that premium?	14	THE WITNESS: Yes, I -- I did not consult
13:55:33	15 A He was in full control of what was getting paid	13:57:16	15 with -- with Majid about that. But I talked to Majid
	16 and what money was coming in. He would direct me as to	16	all the time.
	17 what to do with the money that he was funding.	17	BY MR. WALKER:
	18 Q Did you have nothing to say about it?	18	Q When Mr. Zarrinkelk said yesterday that he
	19 A I would try. I would beg and scream. For me,	19	didn't know, basically, what was going on with all this
13:55:45	20 the top priority was always payroll and, you know, rent,	13:57:26	20 until it had gone south, I think was the phrase he used,
	21 and things of that sort. But he would ultimately	21	is that true, that you never conferred with him about
	22 dictate what would get paid.	22	any concerns that you had until it had blown up?
	23 Q And despite your begging and screaming, he	23	MR. WIECHERT: It's vague and ambiguous.
	24 never once put it in a single e-mail?	24	THE WITNESS: Majid -- you know, to the extent
13:55:55	25 A Put what in a single e-mail?	13:57:37	25 that money was coming in and out of IA or K.Jam Media,

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<p>13:57:41 1 he knew all about that. But he did not -- I would --</p> <p>2 you know, he would always -- he was one that would say</p> <p>3 to me, listen, we got to try to pay this bill or this</p> <p>4 bill's due, or this insurance is due, or that tax is</p> <p>13:57:50 5 due. And then I would go back to David and try to get</p> <p>6 him to put up money for those types of things. And if</p> <p>7 David didn't, I was generating money on my own. I took</p> <p>8 loans to help pay for company bills. I was trying to do</p> <p>9 whatever I could to keep this thing working.</p> <p>13:58:06 10 BY MR. WALKER:</p> <p>11 Q Prior to 2010, had you ever had occasion to be</p> <p>12 involved with companies where hundreds of thousands of</p> <p>13 dollars were coming in out at any given time?</p> <p>14 A Yes. Yeah. I mean, I -- I've -- every time I</p> <p>13:58:18 15 make a movie, we set up a single purpose entity for the</p> <p>16 movie and I end up becoming probably an officer of that.</p> <p>17 I've done that in the past. And what happens is lots of</p> <p>18 money comes in and out and, you know, we track it all.</p> <p>19 And so, yes, I have done that.</p> <p>13:58:28 20 Q And you were capable of evaluating the flow of</p> <p>21 cash for those entities and the maintenance of expenses</p> <p>22 in relation to income?</p> <p>23 A I have a whole accounting staff on a movie that</p> <p>24 handles that.</p> <p>13:58:41 25 Q Okay. Why didn't you bring that to bear with</p>	<p>13:59:41 1 Ron actually wrote the first big check to -- to show he</p> <p>2 was a player, that they should take him seriously.</p> <p>3 He and David ended up kind of bringing the rest</p> <p>4 of the pieces together. There was a company called</p> <p>13:59:51 5 Colony Capitol that came in, ultimately, and the</p> <p>6 transaction closed a year and a half later, something</p> <p>7 like that.</p> <p>8 Q How much did the three of you make on that</p> <p>9 deal?</p> <p>13:59:59 10 A I made a couple hundred thousand dollars. Ron</p> <p>11 and David made tens and tens of millions of dollars.</p> <p>12 Q Well, if you initiated it and you brought the</p> <p>13 parties together, why did you make such a pittance in</p> <p>14 compared to what they made?</p> <p>14:00:11 15 A That's one of the things that David still owes</p> <p>16 me. He owed me a bunch of money, and one of them is</p> <p>17 some money for the Miramax transaction way after the</p> <p>18 fact.</p> <p>19 Q So if you got burned in the deal that you</p> <p>14:00:18 20 initiated and brought the parties together on between</p> <p>21 Miramax and Disney on something of that scale and you</p> <p>22 only made a couple hundred thousand dollars and they</p> <p>23 made tens of millions between Tutor and Bergstein, why</p> <p>24 would you --</p> <p>14:00:28 25 A I don't know how much Tutor made. I don't want</p>
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<p>13:58:43 1 respect to any of the entities involving Mr. Bergstein?</p> <p>2 A I had Majid, knowing he was taking care of what</p> <p>3 he had to take care of. And, again, at the time, we had</p> <p>4 just finished a very successful deal with David and I</p> <p>13:58:53 5 had no reason to question him.</p> <p>6 Q You're talking about the Miramax deal?</p> <p>7 A Yes, sir.</p> <p>8 Q What was your role in that deal?</p> <p>9 A I started the whole thing.</p> <p>13:59:00 10 Q How did you do that?</p> <p>11 A One of my very good friends was a senior</p> <p>12 executive at Walt Disney Company. I found out Miramax</p> <p>13 was going to be for sale before anybody else did. I'm</p> <p>14 the one who talked to David about it. David talked to</p> <p>13:59:10 15 Ron Tutor. I talked Disney into kind of keeping -- or</p> <p>16 considering them viable. I was instrumental in the</p> <p>17 whole process all the way through closing, and I stayed</p> <p>18 on with the company for about six months after it</p> <p>19 closed, as well.</p> <p>13:59:24 20 Q What was the role that you and Mr. Bergstein</p> <p>21 and Mr. Tutor were playing?</p> <p>22 A I brought the parties together and helped in</p> <p>23 evaluation of the material things that I could do.</p> <p>24 David financially engineered the thing, and Ron came in</p> <p>13:59:37 25 with David, met with the folks at Disney, and I think</p>	<p>14:00:32 1 to go on record saying I know what -- how much they</p> <p>2 individually made. But I'm assuming they made a lot of</p> <p>3 money.</p> <p>4 Q Well, after all that, why would you continue to</p> <p>14:00:37 5 trust Mr. Bergstein to the point that, as you claim, you</p> <p>6 weren't even reading any of these legal documents?</p> <p>7 A You know, I -- I trusted him. I thought he was</p> <p>8 always going to do the right thing. He acknowledged</p> <p>9 that he owed me the money. And that we were going to</p> <p>14:00:46 10 hopefully hit one of these things out of the park. He</p> <p>11 said that I would get, you know, compensated when we got</p> <p>12 one of these things to work well, and I believed him.</p> <p>13 Q Let me ask you this: If he made tens of</p> <p>14 millions of dollars, why didn't he just pay you what he</p> <p>14:01:00 15 owed you out of that sum?</p> <p>16 A I think this was when he was going through all</p> <p>17 that bankruptcy. He had huge legal fees. He had a lot</p> <p>18 of things that he had to do and he used the funds to --</p> <p>19 to take care of that.</p> <p>14:01:10 20 Q Why was that your problem?</p> <p>21 A It wasn't my problem, but I was helping a</p> <p>22 friend out and I thought I'll go along with this. We've</p> <p>23 got all this great stuff going. And eventually he'll</p> <p>24 take care of me.</p> <p>14:01:19 25 Q Well, it was your problem if the money went</p>

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14:01:20	1 there instead of going to you; right?	14:03:30	1 Q Let me hand you what's been marked as
	2 A Well, I did make few hundred thousand dollars,		2 Exhibit 28, sir.
	3 which was a lot for me at the time.		3 Oh -- yeah, okay, that's right.
	4 Q Okay. So in what year was that?		4 (Exhibit 28 was marked for
14:01:28	5 A 2010, I believe is when the transaction closed.	14:03:37	5 identification by the Court Reporter
	6 Q So making a few hundred thousand dollars was a		6 and is attached hereto.)
	7 lot of money for you at that time?		7 BY MR. WALKER:
	8 A Making a few hundred thousand dollars is a lot		8 Q Can you identify this document, please?
	9 of money any time. It's a lot of money.		9 A This is a stock purchase agreement between
14:01:42	10 Q Let me hand you what's been marked as	14:03:56	10 Glendon and Swartz IP.
	11 Exhibit 27.		11 Q It's dated May 17, 2012?
	12 (Exhibit 27 was marked for		12 A Yes, sir.
	13 identification by the Court Reporter		13 Q And this agreement provides that Glendon is
	14 and is attached hereto.)		14 going to sell to Swartz IP 1.2 million shares of common
14:02:01	15 THE WITNESS: Is this the same thing?	14:04:10	15 stock; correct?
	16 BY MR. WALKER:		16 A That's what it says, yes.
	17 Q Okay. Is Exhibit 27 the same consulting		17 Q And the total purchase price that Swartz IP was
	18 service agreement between Mr. Swartz individually and		18 going to pay for the 1.2 million shares of common stock
	19 Integrated Administration?		19 in Glendon was \$1 million; correct?
14:02:10	20 A I don't know. I think so.	14:04:21	20 A That's what it says.
	21 Q And is your signature now appearing on the		21 Q And the purchaser, this being Swartz IP, in
	22 document above Mr. Swartz's on Page IA007?		22 buying the \$1.2 million in common stock in Glendon,
	23 A That is correct.		23 according to Paragraph 1.2, was going to pay \$500,000 to
	24 Q And you signed that in your capacity as		24 Weston Financial; correct?
14:02:20	25 president of Integrated Administration?	14:04:46	25 A That's what it says, yes.
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14:02:22	1 A Yes, sir.	14:04:47	1 Q And \$300,000 and \$200,000 in two different
	2 Q If Mr. Bergstein had stopped funding Integrated		2 installments; correct?
	3 Administration, how were you going to ensure that that		3 A That's what it says, yes.
	4 consulting contract got paid on behalf of your company?		4 Q At the time of this particular agreement,
14:02:39	5 A I was generating funds myself outside of David	14:04:57	5 May 17, 2012, what was the value of a single share of
	6 at the time. I would have done that. Or maybe unwound		6 Glendon common stock?
	7 the -- unwound the deal. I don't know. Never thought		7 A I don't recall.
	8 about that.		8 Q Was there a valuation of it?
	9 Q Were you making more than \$20,000 a month?		9 A I don't remember.
14:02:50	10 A I had a -- I had a deal with Broadway 4D around	14:05:10	10 Q Turning to Page 3.
	11 that time. I don't know when. That was for 25,000 a		11 A 413, you mean?
	12 month, I think it was. I was getting fees on movies. I		12 Q Yes. Thank you.
	13 made a movie; I made \$150-, 200,000, something like that		13 Under Section 2.7, tax matters, it says,
	14 on that. So I had income coming in, yes, that I was		14 "Glendon and each subsidiary have prepared and filed all
14:03:05	15 putting into the company.	14:05:25	15 tax returns required to have been filed by Glendon for
	16 Q Okay. So that was money you were making, but		16 such subsidiary with all appropriate governmental
	17 that was not money that Integrated Administration was		17 agencies and paid all taxes showed thereon."
	18 making with respect to the services that it provided?		18 Did you confirm that fact?
	19 A No. It was money I was making. I was using it		19 A I don't recall.
14:03:16	20 to support the companies.	14:05:38	20 Q Going to the -- Page 419. This agreement was
	21 Q Okay. So -- so Integrated Administration,		21 signed by you as president of Glendon Group; correct?
	22 absent Mr. Bergstein's funding and your funding it out		22 A Yes, sir.
	23 of your pocket, was not making enough money to pay		23 Q And it was signed by David Bergstein as
	24 Mr. Swartz's contract, was it?		24 president of Swartz IP?
14:03:28	25 A No. I don't think so.	14:05:55	25 A Yes, sir.

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14:05:55	1 Q So this wasn't an arms-length transaction at 2 all, was it? 3 A I don't know what that means. 4 Q Well, I mean, it's you and Mr. Bergstein 14:06:04 5 creating a fiction in a stock sale for worthless stock 6 to take a million dollars out of Swartz IP, isn't it? 7 MR. WIECHERT: Objection. No foundation. 8 Calls for a conclusion. Vague and ambiguous and 9 argumentative. 14:06:20 10 THE WITNESS: I was not part of any fiction. I 11 actually kind of resent you saying that. I thought 12 everything was above board. I believed in Glendon at 13 the time. And as I said, I had no reason not to believe 14 David. I thought this was all great stuff. So I -- 14:06:32 15 BY MR. WALKER: 16 Q What was the capitalization of Glendon Group on 17 the date of this contract? 18 A I don't recall. 19 Q You were the president of the company; right? 14:06:39 20 A Yes, I was. 21 Q What was the value of the common stock per 22 share? 23 A I don't recall. 24 Q And you were the president of the company; 14:06:43 25 right?	14:07:38 1 immediately. We -- they found out about it immediately. 2 The CFO, Evan Warshawsky at the time, found out about it 3 right away, notified the bank right away. The bank came 4 in and ultimately liquidated all the assets to pay back 14:07:50 5 their line. 6 Q How soon after May 2012 did that take place? 7 A I don't remember the date. 8 Q Was it the next year? 9 A I don't remember the date specifically. 14:07:57 10 Q So the stock ended up becoming worthless? 11 A The stock isn't worthless. The company now is 12 still in existence and has a significant notice of loss 13 that we're trying to figure out how to capitalize that. 14 To capitalize on that so we can pay back the investors. 14:08:12 15 Q Well, how are you going to capitalize on a 16 loss? 17 A There is a notice of loss that it's my 18 understanding we can sell. There's 12 or \$15 million in 19 NOLs. It is my understanding there's a mechanism to use 14:08:22 20 to sell that at a discount to another company that can 21 take those losses over the course of, I don't know, 22 years. This is something that the CFO Evan is working 23 on with the lawyers. And then whatever money is 24 generated we're going to use to pay whoever back that 14:08:36 25 hasn't been paid.	
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14:06:44 1 A Yes, sir. 2 Q Did you buy any shares of Glendon? 3 A No. I was given shares of Glendon for the work 4 I did. 14:06:49 5 Q Did anyone else buy any shares of Glendon -- 6 A Yes, sir. 7 Q -- other than Swartz IP? 8 A Yes, sir. 9 Q Who? 14:06:55 10 A A whole bunch of investors. 11 Q How many? 12 A I don't know, 15, 20. I don't recall 13 specifically. 14 Q How much money did those stock sales raise in 14:07:04 15 addition to Swartz IP's \$1 million? 16 A I think the total raise was somewhere around, I 17 want to say, 7 million, 5 to 7 million is what we needed 18 to raise to take the company private. 19 Q Okay. And what happened to the company? 14:07:19 20 A The company was functioning very well 21 privately. We had multiple offers to -- for the company 22 to be bought. The CEO and his right-hand at the time 23 ended up liquidated some assets that put a line of 24 credit out of its -- what is it called -- compliance. 14:07:35 25 The bank -- we -- we found out about it	14:08:37 1 Q So how long has that process been going on? 2 A For a while. 3 Q And have you had any takers? 4 A Not yet. 14:08:49 5 Q As we sit here today, I take it that the stocks 6 not -- it's not publicly traded; right? 7 A No. The company was taken private. 8 Q What's the current assigned value of the stock 9 on the company's books? 14:09:01 10 A I don't know. 11 Q And you said that the CEO is Mr. Warshawsky? 12 A No. He was the CFO. 13 Q CFO. 14 A The CEO was a gentleman named David Zinberg. 14:09:10 15 Q And Mr. Warshawsky was involved in some of the 16 other Swartz IP matters; correct, that we've seen today? 17 A Yes. I don't know what the timing was, but 18 yes, he has been involved. 19 Q Let me hand you what's been marked as 14:09:24 20 Exhibit 29. 21 (Exhibit 29 was marked for 22 identification by the Court Reporter 23 and is attached hereto.) 24 THE WITNESS: Okay. Okay. 14:09:32 25 BY MR. WALKER:		

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14:09:33	1	Q Can you identify this document, sir?	14:11:41	1	have. I received this and I sent it to David.
	2	A Yes. This is a document to -- for a bank		2	Q What other efforts did you do to undertake to
	3	account signature card at Wells Fargo for Pineboard.		3	respond to this redemption request?
	4	Q Okay. So as I read this, you were a signatory		4	A I just sent it to David. That's it.
14:09:44	5	for Pineboard, as was Mr. Zarrinkelk?	14:11:59	5	Q Let me hand you what's been marked as
	6	A That is correct, yes.		6	Exhibit 31. Take a look at that, sir, and let me know
	7	Q And this was deleting Mr. Wellner as a		7	when you've completed your review, please.
	8	signatory?		8	A Okay.
	9	A Yes, sir.		9	(Exhibit 31 was marked for
14:09:55	10	Q Why was he being deleted at this time?	14:15:32	10	identification by the Court Reporter
	11	A Probably because he's never here. You know, he		11	and is attached hereto.)
	12	lived out of town. And Majid's a signer on all my		12	BY MR. WALKER:
	13	accounts, so...		13	Q All right. So is it fair to say that this was
	14	Q Why was he a signer to begin with?		14	the same \$9.2 million redemption request you received
14:10:06	15	A I don't remember. He was part of Pineboard.	14:12:22	15	from SocGen, and the next day they're writing you back
	16	Pineboard was going to get funding from Weston, so he		16	saying, "We sent this to you yesterday. Can you give us
	17	wanted to be a signer, I guess.		17	an answer?"
	18	Q Let me hand you what's been marked as		18	A Yes. That's what it says.
	19	Exhibit 30, sir.		19	Q So as of August 23, 2012, neither you, nor
14:10:19	20	A Okay.	14:12:35	20	Mr. Bergstein, had apparently responded to the
	21	(Exhibit 30 was marked for		21	redemption request; correct?
	22	identification by the Court Reporter		22	A I hadn't done it. I don't know what David did
	23	and is attached hereto.)		23	or didn't do.
	24	BY MR. WALKER:		24	Q Other than sending it to Mr. Bergstein, when
14:10:23	25	Q I'll ask you to identify this document, please.	14:12:42	25	you received this, did you do anything else?
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14:10:29	1	A Okay.	14:12:45	1	A No. I don't recall doing anything else.
	2	Okay.		2	Q Let me hand you what's been marked as
	3	Q What is this?		3	Exhibit 32.
	4	A I remember receiving stuff from Société		4	(Exhibit 32 was marked for
14:10:41	5	Générale, and as soon as I'd get it, I'd fax it and send	14:12:51	5	identification by the Court Reporter
	6	it to David and ask him what I needed to do. This is		6	and is attached hereto.)
	7	probably one of those documents.		7	BY MR. WALKER:
	8	Q Yes, sir. So what is this?		8	Q Now, this is dated September 4, 2012, from Evan
	9	A It's a document from Société Générale to Swartz		9	Warsawsky; correct?
14:10:57	10	IP. It's a redemption request.	14:13:01	10	A Yes.
	11	Q And on the second page of the exhibit, it's		11	Q And it's an e-mail sent directly to you?
	12	attention to Swartz IP Services Group, Inc., attention		12	A Yes.
	13	Kia Jam or David Bergstein; correct?		13	Q With a courtesy copy to David Bergstein;
	14	A On the second page, yes, that's correct.		14	correct?
14:11:12	15	Q And it's directed to the address that you	14:13:08	15	A Yes, sir.
	16	mutually shared with Mr. Bergstein at 2425 Colorado		16	Q And he's identifying the list of entities that
	17	Boulevard; correct?		17	he needs to file tax returns for; correct?
	18	A Yes, sir.		18	A Okay.
	19	Q And it's a redemption request for \$9.2 million		19	Q Do you agree with that?
14:11:27	20	of the Swartz IP position; correct?	14:13:18	20	A Yes. I'm just reading it now.
	21	A Yes. That's what it says.		21	Q Okay. Let me know when you've completed your
	22	Q Now, at the time this was received, I take it		22	review, sir.
	23	that you understood that Swartz IP did not have		23	A Yes, that's what this list is. He's saying "I
	24	\$9.2 million?		24	need file tax returns," yes.
14:11:39	25	A I did not know what Swartz IP did or didn't	14:13:25	25	Q And he's saying most of the returns are due in

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<p>14:13:27 1 11 days on September 15, 2012; correct?</p> <p>2 A That's what he's saying.</p> <p>3 Q And he says, "I can file everything on time if</p> <p>4 we meet this week to get all the information together</p> <p>14:13:36 5 and decide what the final ownership structures are."</p> <p>6 Did I read that correctly?</p> <p>7 A Yes.</p> <p>8 Q So what determined the ownership structures of</p> <p>9 any of these entities?</p> <p>14:13:45 10 A I would --</p> <p>11 MR. WIECHERT: Objection. Vague and ambiguous.</p> <p>12 And compound.</p> <p>13 THE WITNESS: I don't know what Evan did or</p> <p>14 didn't know at the time, so I don't know.</p> <p>14:13:53 15 BY MR. WALKER:</p> <p>16 Q Well, what did you understand that he was</p> <p>17 saying in his e-mail to you when he said it was -- that</p> <p>18 you all needed to decide what the final ownership</p> <p>19 structures are?</p> <p>14:14:02 20 A I'm saying he probably just didn't know what</p> <p>21 some of the ownership of some of the entities were.</p> <p>22 Q Well, you don't think that when he says that we</p> <p>23 need to decide what the final ownership structures are</p> <p>24 is suggesting that there were going to be changes?</p> <p>14:14:16 25 A I -- you know, as the accountant, maybe he</p>	<p>14:15:17 1 A Yes, sir.</p> <p>2 Q And he lists K.Jam Productions, K.Jam Media,</p> <p>3 Integrated Administration, KJM -- KJMI Holdings, RNT</p> <p>4 Holdings, and Pagoda Services; correct?</p> <p>14:15:30 5 A Yes, sir.</p> <p>6 Q Okay. Why were you instructing him that Majid</p> <p>7 Zarrinkelk would prepare the returns for those entities?</p> <p>8 A Because these are the ones that he was</p> <p>9 tracking. He -- these are the ones that Majid was</p> <p>10 actively tracking and had all the stuff for.</p> <p>11 Q Why was Majid Zarrinkelk tracking these</p> <p>12 distinct entities?</p> <p>13 A Just because these were the ones that, you</p> <p>14 know, I was actively involved with, I guess, or these</p> <p>14:15:55 15 were the ones that I owned. I would guess these are the</p> <p>16 ones -- billing the ones that I owned. I don't know.</p> <p>17 Q And they included Integrated Administration;</p> <p>18 correct?</p> <p>19 A Yeah. Hold on. Yes.</p> <p>14:16:11 20 Q Let me hand you what's been marked as</p> <p>21 Exhibit 33, sir.</p> <p>22 A Okay.</p> <p>23 (Exhibit 33 was marked for</p> <p>24 identification by the Court Reporter</p> <p>14:15:32 25 and is attached hereto.)</p>
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<p>14:14:17 1 would have suggested doing an -- you know, a C versus an</p> <p>2 S or something like that. But no. I just read this as</p> <p>3 he didn't know what the ownership on some of the</p> <p>4 entities was and he needed to know before he could file</p> <p>14:14:27 5 his tax returns.</p> <p>6 Q Okay. And there in the e-mail from</p> <p>7 Mr. Warshawsky to David Bergstein that he's forwarding,</p> <p>8 we see the list of entities that he wanted to file</p> <p>9 returns for; correct?</p> <p>14:14:39 10 A I think so, yes.</p> <p>11 Q And it included several of your companies;</p> <p>12 correct?</p> <p>13 A Yes.</p> <p>14 Q Now, going to the second page of this exhibit,</p> <p>14:14:50 15 on January 17, 2012, Mr. Warshawsky advises Mr. Solomon</p> <p>16 and Mr. Bergstein that he had met with Jeff.</p> <p>17 Would -- was that Mr. Solomon?</p> <p>18 A I assume so.</p> <p>19 Q To review the outstanding corporate tax filings</p> <p>14:15:08 20 that need to be completed; correct?</p> <p>21 A Yes, sir.</p> <p>22 Q And he says, "Per Kia's instructions, Majid</p> <p>23 Zarrinkelk will file returns for the following</p> <p>24 entities."</p> <p>14:15:15 25 Did I read that correctly?</p>	<p>14:15:32 1 BY MR. WALKER:</p> <p>2 Q Please review that and let me know when you've</p> <p>3 completed your review.</p> <p>4 A Okay.</p> <p>14:16:37 5 Q Exhibit 33 is correspondence dated October 9,</p> <p>6 2012, to Swartz IP at the 2425 Colorado Boulevard</p> <p>7 address here in Santa Monica; correct?</p> <p>8 A Yes.</p> <p>9 Q And the re: line or subject line is "Demand for</p> <p>10 mandatory prepayment from the company"; correct?</p> <p>11 A Yes, sir.</p> <p>12 Q And the company is Swartz IP; correct?</p> <p>13 A Yes.</p> <p>14 Q And the purchaser is Class TT, the plaintiff in</p> <p>14:17:05 15 this case that I represent; correct?</p> <p>16 A Yes, sir.</p> <p>17 Q Going to the paragraph there at the bottom of</p> <p>18 the first page, it recites that on August 22, 2012,</p> <p>19 SocGen sent Swartz IP a demand for prepayment of the</p> <p>14:17:18 20 \$9.2 million, which is attached as Exhibit A.</p> <p>21 And we've already looked at that document;</p> <p>22 correct?</p> <p>23 A Yes, sir. Yes, sir.</p> <p>24 Q And that was the redemption request that you</p> <p>14:17:26 25 identified?</p>

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14:17:27	1 A Yes, sir.	14:19:34	1 and is attached hereto.)
	2 Q And then on October 1, 2012, they sent an	2	BY MR. WALKER:
	3 additional demand for prepayment of \$400,000 attached as	3	Q So here we see the October 9, 2012,
	4 Exhibit B to this correspondence; correct?	4	correspondence; correct?
14:17:52	5 A This is Exhibit B. I don't see Exhibit B.	14:19:43	5 A Yes.
	6 Here it is. Here it is. Here it is. Sorry. Sorry.	6	Q And it's being sent by e-mail from a gentleman
	7 MR. WIECHERT: 8423.	7	named Vincent King --
	8 THE WITNESS: I just see it. I'm sorry I	8	A Yes.
	9 missed it.	9	Q -- on October 9, 2012, to you, David Bergstein,
14:18:03	10 MR. WIECHERT: It's Bates stamped down at the	14:19:53	10 Albert Hallac, LaTonia Symonette-Tinker, Joseph Iskowitz
	11 bottom.	11	at Katten Law.
	12 THE WITNESS: Yes, sir. So that's correct.	12	A Yes, that is correct.
	13 BY MR. WALKER:	13	Q All right. So you received this correspondence
	14 Q Okay. And that was an additional redemption	14	by e-mail from Class TT on October 9, 2012; correct?
14:18:08	15 request that had also come in, in addition to the	14:20:10	15 A That's correct. I stand corrected.
	16 9.2 million; correct?	16	Q And it notes that it went to your
	17 A Yes, sir.	17	kjam@kjammedia.com e-mail address; correct?
	18 Q Do you know why these redemption requests were	18	A That's correct.
	19 being made?	19	Q And your response approximately 23 minutes
14:18:16	20 A No, sir.	14:20:21	20 later to David Bergstein was, "Do I need to do anything
	21 Q Did you see this correspondence dated	21	with this?"
	22 October 9, 2012, when it came in?	22	Is that correct?
	23 A I don't recall. This probably was a -- would	23	A Yes.
	24 have been delivered to Frymi at the office and I don't	24	Q What was Mr. Bergstein's response?
14:18:28	25 know what she did with it. But I don't recall seeing	14:20:33	25 A I don't specifically recall.
Page 203		Page 205	
14:18:30	1 this document.	14:20:38	1 Q What was your view of the situation at the
	2 Q And as we go through it, Exhibit A is the	2	time?
	3 \$9.2 million redemption request we've already looked at;	3	A My view was that whatever this was, David was
	4 correct?	4	dealing with it and he told me not to worry about it at
14:18:40	5 A Yes, sir.	14:20:49	5 some point, I'm sure, and I didn't.
	6 Q Along with a fax confirmation sheet?	6	Q Do you recall him specifically telling you not
	7 A Yes, sir.	7	to worry about it?
	8 Q Exhibit B is the additional \$400,000 redemption	8	A No, I don't.
	9 request; correct?	9	Q Were you concerned that Swartz IP did not have
14:18:50	10 A Yes, sir.	14:20:59	10 sufficient funds to meet the redemption request of
	11 Q And Exhibit C are the various shareholder	11	9.6 million?
	12 interests that were requesting redemption; correct?	12	A I didn't know enough about it to have a
	13 A I don't know what this. I have not seen this	13	concern, and I don't know what Swartz IP did or didn't
	14 before.	14	have.
14:19:02	15 Q Well, it's entitled "The Wimbledon Fund, SPC	14:21:09	15 Q Let me hand you what's been marked as
	16 (Class TT) Pending Redemptions Register"; correct?	16	Exhibit 35, sir.
	17 A That's what it says, yes.	17	A Okay.
	18 Q When did you first see that correspondence with	18	(Exhibit 35 was marked for
	19 those attachments?	19	identification by the Court Reporter
14:19:18	20 A I think right now. I don't remember seeing it	14:15:32	20 and is attached hereto.)
	21 before.	21	THE WITNESS: Okay. It's the same thing;
	22 Q Let me hand you what's been marked as	22	right?
	23 Exhibit 34.	23	BY MR. WALKER:
	24 (Exhibit 34 was marked for	24	Q I believe this is the --
14:19:34	25 identification by the Court Reporter	14:21:25	25 A The actual e-mail?

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14:21:26	1 Q The actual e-mail. Yes, sir.	14:23:24	1 letter, noting that Swartz IP was in default of its
	2 A Yes, sir.		2 obligations under the note purchase agreement and
	3 Q And when you saw that Joseph Iskowitz at		3 declaring all the notes due and payable was actually
	4 kattenlaw.com was being copied, did you understand that		4 e-mailed to you at your kjammedia.com e-mail address;
14:21:35	5 Katten was a law firm?	14:23:39	5 correct?
	6 A I know Katten's a law firm. I probably -- I		6 A Yes, sir.
	7 don't remember looking and seeing who was copied on the		7 Q And here we see josephiskowitz@kattenlaw,
	8 e-mail. I saw what it was and I forwarded it to David.		8 Martin Kaplan, a fredsanto@kattenlaw,
	9 But I know Katten is a law firm. They do business in		9 williamregan@kattenlaw; correct?
14:21:47	10 entertainment.	14:23:52	10 A Yes. I don't know who these people are.
	11 Q Let me hand you what's been marked as		11 Q And you send to it Mr. Bergstein and say, "Hey,
	12 Exhibit 36, sir.		12 D, what is this and why do they keep sending me this?"
	13 Oh, let me have that bottom one. Thanks.		13 Did I read that correctly?
	14 (Exhibit 36 was marked for		14 A Yes, you did.
14:21:54	15 identification by the Court Reporter	14:24:04	15 Q Was it not apparent to you that they were
	16 and is attached hereto.)		16 sending it to you because Swartz IP was in default under
	17 BY MR. WALKER:		17 the note purchase agreement?
	18 Q Now, this is correspondence dated November 14,		18 A At the time, it wasn't, I guess. Because he
	19 2012, to Swartz IP at the Colorado Boulevard address;		19 kept saying -- I'm sure he was -- I don't remember, but
14:22:06	20 correct?	14:24:14	20 I'm sure he was saying, I'm dealing with it, don't worry
	21 A That is correct.		21 it.
	22 Q And it states that notice is given that Swartz		22 Like I see here, don't worry.
	23 IP is in default of its obligations under the note		23 So if I'm not supposed to worry, why do they
	24 purchase agreement; correct?		24 keep sending me this? This is me asking him what's
14:22:18	25 A Yes, sir.	14:24:24	25 going on.
Page 207		Page 209	
14:22:18	1 Q And that's the same note purchase agreement you	14:24:25	1 Q Well, you say you mentioned a while ago that
	2 had executed as the vice president of Swartz IP;		2 this was not to worry. Do you recall specifically any
	3 correct?		3 reaction that he had to this e-mail on November 16,
	4 A I assume so.		4 2012?
14:22:28	5 Q And it states there that, "Accordingly, all the	14:24:33	5 A I do not recall specifically, no.
	6 notes to be -- were immediately due and payable as set		6 Q And you certainly knew what a redemption
	7 forth in Paragraph 12 of the agreement"; correct?		7 request was; right?
	8 A That's what it says.		8 A Yes.
	9 Q When was the first time you saw that		9 Q And you certainly knew what a default was on a
14:22:47	10 correspondence?	14:24:42	10 note; right?
	11 A I don't remember. If it was sent to the		11 A Yes.
	12 office, mail, it would have gone to Frymi.		12 Q And you understood what it meant to declare a
	13 Q Let me hand you what's been marked as		13 note in default and immediately due and payable; right?
	14 Exhibit 37.		14 A Yes.
14:23:03	15 A Okay.	14:24:52	15 Q So you understood that they were taking the
	16 (Exhibit 37 was marked for		16 position in writing at Class TT that the notes that you
	17 identification by the Court Reporter		17 had signed, the reference notes and the other notes that
	18 and is attached hereto.)		18 Swartz IP had were being called? They were due and
	19 THE WITNESS: The same letter. And like I		19 payable; right?
14:23:14	20 said, I forwarded it directly to David saying, "What's	14:25:07	20 A I don't remember specifically reading this
	21 up? What do -- why do they keep sending this?"		21 document. I see something from Wimbledon TT and I
	22 BY MR. WALKER:		22 forwarded to him. So I don't know specifically what I
	23 Q Okay. So Exhibit --		23 was thinking at the time.
	24 A Because I don't they what is going on.		24 Q Well, you point out, you ask, "Why do they keep
14:23:20	25 Q So Exhibit 37 now reflects that that same	14:25:20	25 sending me this?"

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14:25:21 1 A Yeah.
 2 Q You understood they were sending it to you
 3 because you were vice president of Swartz IP that signed
 4 the note purchase agreement; right?
 14:25:30 5 MR. WIECHERT: Calls for speculation. No
 6 foundation.
 7 THE WITNESS: I did sign the note. Sorry.
 8 BY MR. WALKER:
 9 Q So it made sense to you at the time that you
 14:25:36 10 would be receiving the default notice; correct?
 11 A It didn't make sense to me I keep getting this.
 12 That's why I keep asking him, "Why do they keep sending
 13 this?" I was asking him, What's going on? Why are they
 14 keep sending this?
 14:25:48 15 Q Had you not read Section 10 of the note
 16 purchase agreement regarding mandatory prepayment of the
 17 notes?
 18 A I told you I did not read the note when I
 19 signed it.
 14:25:55 20 Q Well, when you got this acceleration notice,
 21 did you not pull the note purchase agreement that you
 22 had executed to take a look at it?
 23 A No, I did not.
 24 Q Was that because you knew it was a fraud?
 14:26:05 25 A No, sir.

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14:26:47 1 Q Did you ever sit down or talk with
 2 Mr. Bergstein about next steps in responding to this
 3 default?
 4 A I don't specifically recall that, no.
 14:26:54 5 Q And you pointed out that you were concerned
 6 because they were copying a bunch of lawyers on it;
 7 correct?
 8 A I did, yes.
 9 MR. WALKER: Why don't we take a break.
 14:27:30 10 There's only five minutes left on the tape.
 11 THE WITNESS: No problem.
 12 THE VIDEOGRAPHER: We're going off the record
 13 at 2:25 p.m.
 14 (A recess was taken.)
 14:56:46 15 THE VIDEOGRAPHER: We are back on the record at
 16 2:54 p.m.
 17 BY MR. WALKER:
 18 Q Sir, I'm sorry, I was -- you said with respect
 19 to Glendon that there were several investors?
 14:57:02 20 A Yes.
 21 Q And what are you doing currently to try to make
 22 it right?
 23 A There was -- Glendon has NOLs, notices of loss,
 24 that we're trying to see how we can monetize those.
 14:57:17 25 Q And Glendon was a legitimate business

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14:26:06 1 Q I mean, you understood that the agreements that
 2 you signed, the notes that you signed were just part of
 3 a fraud; right?
 4 A No, sir.
 14:26:12 5 Q So you didn't care enough to read them?
 6 A No, sir.
 7 Q Because it wasn't worth your time?
 8 A No, sir.
 9 MR. WIECHERT: It's argumentative. Compound.
 14:26:19 10 THE WITNESS: I did not understand that at all,
 11 to be clear.
 12 BY MR. WALKER:
 13 Q You go on to state that -- on November 16th
 14 that Mr. Bergstein had mentioned a while ago that this
 14:26:27 15 was not to worry; correct?
 16 A That's what it says, yes.
 17 Q All right. Well, why did he say that you
 18 should not worry about it?
 19 A Because whatever it was, he was handling, I
 14:26:37 20 guess.
 21 Q And you ask him, "Do we need to take any
 22 steps?"
 23 Did he ever respond to that?
 24 A I don't recall him responding specifically to
 14:26:46 25 this, no.

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14:57:19 1 operation?
 2 A Absolutely.
 3 Q I'm going to mark this 38A.
 4 A You already -- you gave me this one already.
 14:57:31 5 Q Yes, sir. I want to give you this one now.
 6 MR. WIECHERT: So this would be 38B or just 38?
 7 MR. WALKER: Thirty-eight.
 8 MR. WIECHERT: Okay.
 9 (Exhibit 38-A was marked for
 14:15:32 10 identification by the Court Reporter
 11 and is attached hereto.)
 12 BY MR. WALKER:
 13 Q Do you recognize Exhibit 38A, sir?
 14 A Yes, I do.
 14:57:48 15 Q What is it?
 16 A It's my settlement with the SEC.
 17 Q So it notes that the SEC pursued a matter, an
 18 administrative proceeding against you, along with a
 19 cease and desist proceeding; correct?
 14:58:05 20 A They did pursue it against me, yes.
 21 Q And you individually, Kiarash Jam, were the
 22 respondent; correct?
 23 A Yes.
 24 Q And it notes in the second paragraph there on
 14:58:17 25 the first page, "Respondent -- that would be you -- has

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14:58:21	1 submitted an offer of settlement which the Commission	15:00:37	1 unregistered?
	2 has determined to accept"; correct?		2 A I think it was a private company at that point.
	3 A That's correct.		3 Q Was it unregistered shares of common stock
	4 Q Going to Paragraph 3, it says that the		4 that --
14:58:31	5 Securities and Exchange Commission finds that these	15:00:45	5 A Do you register private shares?
	6 proceedings against you arose out of two unregistered		6 Q I'm asking you, sir.
	7 securities-offering frauds committed by you from		7 A I don't know the answer to that question. I
	8 approximately September 2012 through approximately		8 was asking you.
	9 March 2014; correct?		9 Q It states down further in that paragraph, "In
14:58:46	10 MR. WIECHERT: Counsel, can I just have a	15:00:54	10 connection with this offering, Jam made
	11 continuing objection with regard to all questions		11 misrepresentations about the amount of funds that
	12 concerning this on the grounds of relevance?		12 Glendon had raised to date, the number of securities of
	13 MR. WALKER: Sure.		13 Glendon currently available for purchase, and the timing
	14 MR. WIECHERT: Thank you. And then I won't		14 of the take private transaction."
14:58:54	15 have to repeat myself.	15:01:07	15 Did I read that correctly?
	16 MR. WALKER: Thank you.		16 A That's what it says.
	17 MR. WIECHERT: Yes.		17 Q It also states that, "Jam also misappropriated
	18 THE WITNESS: I'm sorry. The question again.		18 \$205,443 of the offering proceeds through nominee
	19 BY MR. WALKER:		19 entities he controlled and used the majority of these
14:59:01	20 Q Yes, sir. So it begins by noting that the	15:01:22	20 misappropriated funds to pay his personal expenses."
	21 proceedings the SEC brought against you arose out of two		21 Did I read that correctly?
	22 unregistered securities-offering frauds that you had		22 A That's what it says.
	23 committed from approximately September 12, 2012, through		23 Q Look at the top of page 3. Oh, I'm sorry.
	24 approximately March 2014; correct?		24 Let's start at the very bottom of page 2. It states
14:59:16	25 A That's what they claim, yes.	15:01:41	25 that, in describing you as the respondent, that you have
Page 215		Page 217	
14:59:17	1 Q And during the first offering fraud, it says,	15:01:45	1 never been registered with the Commission, the SEC, and
	2 "Jam and his associate, David R. Bergstein, neither of		2 that you hold no securities licenses.
	3 whom was registered with the Commission in any capacity,		3 Have -- have you ever previously registered
	4 raised approximately \$5.6 million from 11 investors from		4 with the Securities and Exchange Commission?
14:59:31	5 approximately September 2012 through approximately	15:01:55	5 A No, sir.
	6 March 2013 by selling on behalf of Glendon Group Inc., a		6 Q And have you ever previously held a securities
	7 shell company with no operations, unregistered shares of		7 license?
	8 common stock and notes," which they define as the		8 A No, sir.
	9 Glendon Units; correct?		9 Q It states that at all relevant times, that you
14:59:49	10 A That's what it says.	15:02:01	10 were the president and chief executive officer of
	11 Q So in the agreement that you signed for Glendon		11 Glendon.
	12 and that Mr. Bergstein signed for Swartz IP, selling		12 A Correct.
	13 1.2 million shares of Glendon common stock to Swartz IP		13 Q Was that true?
	14 for a million dollars, that's the very same common stock		14 A Yes, sir.
15:00:08	15 that's referenced here; correct?	15:02:06	15 Q That you were the president and sole director
	16 A I believe so, yes.		16 of K.Jam Media, Inc.
	17 Q And you agree that Glendon was a shell company		17 Is that true?
	18 with no operations; correct?		18 A Yes, sir.
	19 A No. I don't. I don't agree with the SEC's		19 Q And that you were the president and sole
15:00:22	20 position on this. This is a -- I admitted no fault and	15:02:14	20 officer of Integrated Administration.
	21 no guilt. This is certainly their perspective. And I		21 Was that also true?
	22 settled with them. So that's something that is in here		22 A Yes, sir.
	23 somewhere.		23 Q Were those the nominee entities that it's
	24 Q Was the common stock that Swartz IP purchasing		24 referencing earlier in the settlement?
15:00:34	25 and the agreement that you and Mr. Bergstein signed	15:02:27	25 A I don't know.

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15:02:27	1 Q Certainly, those are the same entities we've	15:04:23	1 Q It goes on to state that, "In reality, Glendon
	2 been discussing --		2 had only sold five Glendon units, leaving 45 Glendon
	3 A Yes.		3 units available and was a material breach of the merger
	4 Q -- during your deposition today; correct?		4 agreement, having failed to raise \$9.5 million by
15:02:33	5 A That's correct.	15:04:38	5 October 2012."
	6 Q And it goes on to state, "Respondent		6 Did I read that correctly?
	7 participated in an offering of Glendon stock, which is a		7 A That's what it says.
	8 penny stock."		8 Q Did you, in fact, fail to raise \$9.5 million by
	9 Did I read that correctly?		9 October 2012?
15:02:43	10 A Where is that? What page?	15:04:44	10 A I don't remember the dates. I know that we
	11 MR. WIECHERT: The top of Page 3.		11 pushed our closing. The closing didn't happen on the
	12 BY MR. WALKER:		12 day it was supposed to. But we ended up closing and
	13 Q The last -- last sentence of that paragraph.		13 everything ended up happening a few months later. But,
	14 A Yes, that's correct. That's what it says.		14 yes, the transaction did close. The company was
15:02:51	15 Q Okay. Do you agree that Glendon stock was a	15:04:56	15 successfully taken private.
	16 penny stock?		16 Q Well, apparently not if -- if you were cited by
	17 A I don't know what a penny stock is defined as.		17 the SEC in connection with your involvement with the
	18 Q When you were engaging in the securities deals		18 sale of the company stock.
	19 involving Glendon stock with Swartz IP, for example, did		19 A At --
15:03:04	20 it occur to you that you were involving -- you were	15:05:06	20 MR. WIECHERT: The question -- the question
	21 involving yourself in the sale of a security?		21 assumes facts not in evidence as it's argumentative.
	22 A No. I think there's documents -- as the		22 THE WITNESS: At the time, I thought everything
	23 document clearly stated, this was not to be a security.		23 was hunky-dory. At the time, I thought everything was
	24 There was a securities lawyer who drafted all the		24 done by the book. There were lawyers and accounting
15:03:16	25 documents, so I thought everything was fine. Aaron	15:05:16	25 firms -- multiple accounting firms, third-party audit
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15:03:19	1 Grunfeld is a securities expert and he was the one who	15:05:16	1 firms that had looked at everything. And I thought we
	2 drafted all the documents for all the transactions with		2 were taking this company private. There was all kinds
	3 regards to the Glendon and bids transaction.		3 of things that were going to happen, and, ultimately, we
	4 Q And Aaron Grunfeld's the same lawyer that filed		4 would be able to hopefully sell it for a lot more.
15:03:30	5 the formation documents for Swartz IP; right?	15:05:26	5 Never once did I think I was involved with a fraud.
	6 A Yes, the same lawyer.		6 BY MR. WALKER:
	7 Q Now, starting at the bottom of Page 3, it		7 Q Well, why doesn't the SEC's settlement opinion
	8 says -- it's discussing certain misrepresentations that		8 note the audits and the involvement of all these counsel
	9 you made to create a sense of urgency around the Glendon		9 and accountants you've referenced?
15:03:48	10 stock offering. And it goes on to say, for example, "In	15:05:38	10 A I don't know.
	11 an October 4, 2002, e-mail, Jam told investor one and		11 MR. WIECHERT: Objection. Calls for
	12 investor two that we were ten units shy of closing and		12 speculation. Calls for a conclusion. No foundation.
	13 that Bergstein is pumped about this. He is in. He put		13 THE WITNESS: I don't know. I completely
	14 his mom in."		14 disagree with the SEC's position and the way they look
15:04:02	15 Did I read that correctly?	15:05:47	15 at this. But it says it's a no fault. This is their
	16 A Yes, you did.		16 position and we ended settling it because I wanted this
	17 Q Did you say those things?		17 out of my life, without admitting any kind of guilt.
	18 A I -- if it says I did in quotes, I'm sure the		18 BY MR. WALKER:
	19 SEC won't be lying. But I don't recall specifically.		19 Q At the end of Paragraph 8, it states, "Jam then
15:04:13	20 Q Okay. I presume they're quoting you from a	15:05:58	20 lied about the source of this new money when he e-mailed
	21 particular document?		21 his accountant falsely stating that, quote, the 80,000
	22 A I would assume so. From an e-mail, perhaps.		22 that came in is money back to us that we advanced to
	23 Q And that's why it shows it as a quote of		23 Glendon last year, close quote."
	24 something you said?		24 Did you state that to Mr. Zarrinkelk?
15:04:22	25 A Yes, sir.	15:06:13	25 A I don't recall specifically. But if I said

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15:06:15	1 that, it's because we advanced some money, which is what	15:07:49	1 to ask questions; right? You can make speeches later;
	2 we would do often, and then get paid back. So I don't		2 opening, closing, whatever you want. Why don't you just
	3 specifically recall that.		3 continue to ask questions.
	4 Q Why the SEC conclude that that was a false		4 THE WITNESS: Never once did I think I was
15:06:25	5 statement?	15:08:00	5 involved with anything fraudulent. I resent the
	6 MR. WIECHERT: Objection. Calls for		6 implication, sir.
	7 speculation. No foundation.		7 BY MR. WALKER:
	8 THE WITNESS: I don't know why the SEC did what		8 Q Finally, on Paragraph 14 it states, "Jam
	9 they did and said the things they did. You can --		9 misappropriated through Glendon, K.Jam Media, and
15:06:32	10 BY MR. WALKER:	15:08:12	10 Integrated Administration approximately \$154,400 of the
	11 Q But you certainly agree that the SEC did, in		11 approximately \$580,000 in investor funds to pay your
	12 fact, conclude that that was a false statement?		12 personal expenses, which included your office rent and
	13 A That's their allegation, yes.		13 insurance."
	14 Q It goes on to state in Paragraph 9 that "you		14 Did I read that correctly?
15:06:41	15 personally misappropriated through Glendon, K.Jam Media,	15:08:26	15 A That's what it states.
	16 and Integrated Administration approximately \$205,443 of		16 Q So I take it that the SEC's investigation
	17 the approximately \$5.6 million raised using the majority		17 involved not just Glendon, did K.Jam Media and
	18 of the \$205,443 to pay your personal expenses such as		18 Integrated Administration as well?
	19 meals, automotive expenses, travel, and entertainment."		19 MR. WIECHERT: Objection. Calls for a
15:07:03	20 Did I read that correctly?	15:08:33	20 conclusion. No foundation. Speculation.
	21 A That's what it states.		21 THE WITNESS: They looked at Glendon. As I
	22 Q And is that true?		22 said, I fully cooperated with them. I gave them all
	23 A No.		23 paperwork for everything that had anything to do with me
	24 Q Certainly the SEC --		24 that they asked for. I gave them everything they
15:07:09	25 A There was a fee to us -- there was a fee for	15:08:46	25 wanted.
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15:07:10	1 everything that we did. We would take a percentage as a	15:08:46	1 BY MR. WALKER:
	2 fee, and that fee was our fee for doing all of the work.		2 Q Did they ask for your records and paperwork and
	3 And that fee became money that was money that I earned		3 financial transactions for K.Jam Media?
	4 by doing all the work and I used that fee to pay my		4 A Yes, they did.
15:07:22	5 bills, yes.	15:08:52	5 Q Did they ask for your records and evidence of
	6 So I disagree with the way they've		6 financial transactions involving Integrated
	7 characterized it, and I disagree with the way they're		7 Administration?
	8 putting it here.		8 A Yes, they did. I don't know if they were the
	9 Q And you're characterizing as work you and		9 ones asking or one of the -- the other authorities. But
15:07:30	10 Mr. Bergstein sitting around and signing an agreement	15:09:00	10 I provided the records that you mentioned.
	11 taking a million dollars out of Swartz IP for		11 Q Sir, going to Page 7, you were ordered to pay a
	12 1.2 million shares of penny stock in Glendon?		12 disgorgement of \$205,443; correct?
	13 MR. WIECHERT: Objection. Argumentative.		13 A Yes, sir.
	14 BY MR. WALKER:		14 Q Prejudgment interest of \$86,278.75?
15:07:39	15 Q Is that what you call work	15:09:15	15 A Yes, sir.
	16 A No, sir. And I really don't appreciate your --		16 Q And a civil penalty of \$185,000?
	17 the tone you're taking with me, sir.		17 A Yes, sir.
	18 Q Well, sir --		18 Q And have you paid that?
	19 A I've been respectful.		19 A No, sir. The first payment is not due for
15:07:45	20 Q -- let me assure you that my clients --	15:09:26	20 another -- I don't know when, but...
	21 A I've been --		21 Q You're paying that out in installments?
	22 Q -- don't appreciate it either.		22 A Yes, sir. Installments over three years. I'm
	23 A I appreciate that, but I've been respectful to		23 not financially stable right now.
	24 you.		24 Q Okay. We can take a look at 38 again.
15:07:49	25 MR. WIECHERT: Counsel, your role here is just	15:09:42	25 A Thirty-eight.

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15:09:48 1 Q Have you had a chance that look at this e-mail
2 thread, sir?
3 A Yes, sir.
4 Q I'd like to refer your attention to the last
15:09:56 5 page, 95.
6 A Yes, sir.
7 Q It's an e-mail from David Bergstein to you on
8 May 14, 2013; correct?
9 A Yes.
15:10:05 10 Q And he's sending you revised agreements that
11 need to get signed?
12 A Yes, sir.
13 Q Were those the same agreements referenced in
14 your e-mail that follows that to Mr. Winskowski?
15:10:18 15 A I don't know.
16 Q Well, were you sending them to Mr. Weinskosi
17 to print so that you could sign them?
18 A Possibly.
19 Q He goes on to state, "Also, there will be need
15:10:28 20 to be a check issued to Advisory IP Services according
21 to the note."
22 Did I read that correctly?
23 A That's what it states.
24 Q What note is he referring to?
15:10:37 25 A I don't know. I would imagine the note we've

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15:10:39 1 been talking about.
2 Q Sir?
3 A The note that we've been talking about, I would
4 imagine. I don't know specifically. I don't recall.
15:10:47 5 Q Did you undertake to ensure that the check was
6 issued to what we refer to as Swartz IP according to the
7 note purchase agreement?
8 A If there were funds and he requested a check, I
9 did cut the check and I did whatever he said. He was
15:11:00 10 calling the shots.
11 Q But you don't recall what that was for?
12 A I don't, sir.
13 Q And then in the attachments in the e-mail that
14 you sent to Mr. Weinskosi, one of them was the Advisory
15:11:12 15 IP Services SPA?
16 A That's what the attachment says. I don't know
17 what was actually there, but that's what it says, yes.
18 Q What was the Advisory IP Services SPA?
19 A I don't know. I don't recall.
15:11:24 20 Q It also has the Advisory IP Services note. Was
21 that a reference note or was that the note purchase
22 agreement?
23 A I don't recall what each one of these specific
24 documents were from 2013.
15:11:37 25 Q All right. I've handed you, sir, what's been

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15:11:54 1 marked as Exhibit 39.
2 A Okay.
3 (Exhibit 39 was marked for
4 identification by the Court Reporter
14:15:32 5 and is attached hereto.)
6 BY MR. WALKER:
7 Q Frymi Biedak is forwarding to you your
8 requested list of corporations on January 2, 2013;
9 correct?
15:12:03 10 A That's what she is doing, yes.
11 Q What was this for?
12 A I don't recall. Maybe to give to Jeff Solomon.
13 I don't know.
14 Q To give to whom?
15:12:12 15 A Jeff Solomon. I don't know. I don't know what
16 this was for.
17 Q And looking at this document doesn't refresh
18 your recollection?
19 A No, sir.
15:12:24 20 Q What was the reason that all of these entities,
21 so many of them were formed in the 2010 through the 2012
22 time frame?
23 A I don't know why David formed the -- formed the
24 companies that he formed. I don't know the answer to
15:12:40 25 that.

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15:12:40 1 Q Well, you say he formed. But we've certainly
2 seen evidence that you were providing for the formation
3 of these entities as well; correct?
4 A Well, Glendon was formed for the purpose of
15:12:51 5 taking the company bids public. I can tell you that --
6 private. I could tell you that.
7 Q You formed Integrated Administration; correct?
8 A Yes. I formed Integrated Administration as the
9 entity that we've discussed.
15:13:03 10 Q You formed K.Jam Aviation?
11 A K.Jam Aviation was going to buy a couple of
12 airplanes.
13 Q But you formed that company?
14 A I did, yes.
15:13:11 15 Q You formed K.Jam Media?
16 A No. K.Jam Media was formed back in 2007.
17 Q You didn't form that?
18 A I did. But you said into 2011 and '12.
19 Q Fair enough. But as far as the list goes,
15:13:21 20 that --
21 A Yes.
22 Q -- was a company you formed?
23 A Yes. That is correct.
24 Q You were involved in the information of Owari
15:13:28 25 Opus; correct?

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15:13:29 1 A Frymi, I believe, did that, yes.
 2 Q You were involved in the formation of Pagoda
 3 Services; correct?
 4 A Yes. That was -- these were all for individual
 15:13:35 5 transactions, I guess.
 6 Q You were involved in the creation of Pineboard
 7 Holdings; correct?
 8 A Yes.
 9 Q And you were involved in the formation of
 15:13:43 10 Swartz IP; correct?
 11 A No, I was not.
 12 Q Excuse me. I'll hand you what's been marked as
 13 Exhibit 40, sir.
 14 A Thank you, sir.
 14:15:32 15 (Exhibit 40 was marked for
 16 identification by the Court Reporter
 17 and is attached hereto.)
 18 BY MR. WALKER:
 19 Q I'll ask you identify this, please.
 15:14:28 20 A Is this what we just saw?
 21 Q Yes, sir.
 22 A Yeah.
 23 Q And what was your response to Mr. Bergstein's
 24 request that you sign the revised agreements and that
 15:14:39 25 there would need to be a check issued to Advisory IP

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15:15:51 1 A No, sir.
 2 Q Did you have every right and ability to refuse
 3 to sign the revised agreements?
 4 A Yes.
 15:15:58 5 Q Did you ever have every right and ability to
 6 refuse to issue another check out of Swartz IP?
 7 A I was not issuing checks out of Swartz IP.
 8 Q Well, how were you arranging for the payment
 9 of -- on behalf of Advisory?
 15:16:11 10 A This was a payment to Swartz IP, not from
 11 Swartz IP.
 12 Q From who?
 13 A It doesn't say.
 14 Q Okay.
 15:16:17 15 A Probably Integrated Administration. But I did
 16 not write checks on behalf of SIP.
 17 Q Let me hand you what's been marked as
 18 Exhibit 41.
 19 (Exhibit 41 was marked for
 15:16:28 20 identification by the Court Reporter
 21 and is attached hereto.)
 22 BY MR. WALKER:
 23 Q Is this an affidavit that you signed on or
 24 about June 22, 2013?
 15:16:39 25 A Yes.

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15:14:44 1 Services according to the note?
 2 A I said on it.
 3 Do you want to ask it again so it's recorded?
 4 Q It's okay.
 15:14:58 5 So when you responded to Mr. Bergstein's e-mail
 6 asking you to sign the revised agreements, do you recall
 7 what those revised -- how those agreements had been
 8 revised?
 9 A No, sir.
 15:15:08 10 Q Did you compare them to the previous agreements
 11 that you had signed to see what changes had been made?
 12 A No, sir.
 13 MR. WIECHERT: Assumes facts not in evidence.
 14 BY MR. WALKER:
 15:15:17 15 Q Were -- were you signing revised agreements
 16 that you had signed the original agreements on?
 17 A I don't recall specifically what this was
 18 about.
 19 Q When you responded to Mr. Bergstein, with
 15:15:30 20 respect to the requests that he had in this May 14, 2013
 21 e-mail, you didn't complain about or express any
 22 concerns about what you were doing at his request?
 23 A No, sir.
 24 Q You didn't ask any questions about any aspect
 15:15:47 25 or ramification of what you were doing?

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15:16:40 1 Q Is that your signature on the affidavit?
 2 A Yes, sir.
 3 Q And you declared under penalty of perjury under
 4 the laws of the state of New York that the statements in
 15:16:47 5 this affidavit were true and correct?
 6 A Yes, sir.
 7 Q And there on the very first paragraph, the
 8 first sentence is, "I am an officer of Advisory IP
 9 Services, Inc."; correct?
 15:16:59 10 A Yes.
 11 Q And that was the company that had had its name
 12 changed from Swartz IP?
 13 A That is correct.
 14 Q So I take it there's no doubt that you were an
 15:17:11 15 officer of Swartz IP?
 16 A David told me to sign the document as the VP.
 17 If he actually ever made me the VP, I don't know.
 18 Q Well, you were signing an affidavit that was
 19 purportedly filed or prepared to file in a court under
 15:17:26 20 penalty of perjury.
 21 Did David make you sign the affidavit?
 22 A No. The affidavit came to me from Alex
 23 Weingarten, I think.
 24 Q Did you review the affidavit before you signed
 15:17:36 25 it?

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15:17:36	1 A I don't recall specifically, but probably. I	15:19:32	1 A No, I just don't think I had clarity. I don't
	2 don't recall specifically 2013 if I reviewed this		2 know if it changed or not, but...
	3 document or not.		3 Q Was there something that prevented you from
	4 Q At the end of the day, you signed an affidavit		4 securing clarity on that at any time prior to
15:17:45	5 subject to penalty of perjury that you were an officer	15:19:47	5 September 24, 2013?
	6 of Swartz IP; correct?		6 A I would ask Frymi. She was the keeper of all
	7 A I signed this document, yes.		7 documents and things of that nature.
	8 Q Let me hand you what's been marked as		8 Q Exactly. So was there anything that prevented
	9 Exhibit 42.		9 you from asking Frymi about your status as an officer or
15:18:05	10 (Exhibit 42 was marked for	15:19:59	10 director in any of the companies that we've seen listed
	11 identification by the Court Reporter		11 today in these documents prior to September 2013?
	12 and is attached hereto.)		12 A No.
	13 THE WITNESS: Okay.		13 Q She offed down the hall from you; right?
	14 BY MR. WALKER:		14 A Yeah.
15:18:13	15 Q So it starts with an e-mail from David	15:20:11	15 Q The records regarding these companies were
	16 Bergstein to you, Frymi Biedak, and Henry Simonian;		16 maintained by her down the hall from you; right?
	17 correct?		17 A I think she maintained the records, yes.
	18 A Harry Simonian, yes.		18 Q So you could have found out if you were an
	19 Q Harry. Who -- what was Harry Simonian's role?		19 officer of these companies, what the status of their
15:18:33	20 A Harry Simonian is an accountant that works for	15:20:23	20 financial situation was, the balance of their bank
	21 David in David's office.		21 accounts, you could have found that out at any time,
	22 Q And he had a cyranocompany --		22 couldn't you?
	23 A Yes.		23 MR. WIECHERT: Calls for speculation. No
	24 Q -- .com e-mail address?		24 foundation.
15:18:42	25 A Yes.	15:20:30	25 THE WITNESS: I don't know if Frymi would have
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15:18:42	1 Q And David asks that you "please prepare the	15:20:31	1 had that information, but I could have asked Frymi if
	2 quarterly checks from Glendon today and let me know what		2 she had the corporate documents. Maybe she did or
	3 the total is so I can have additional funds wired in.		3 didn't. I don't know.
	4 Date all the checks today"; correct?		4 BY MR. WALKER:
15:18:54	5 A That's what he says.	15:20:36	5 Q Well, if you were wanting to know if you were
	6 Q "And for the Sever-North and Swartz payments,		6 an officer of a company, do you think you would have a
	7 please have the funds wired."		7 right to find that out?
	8 Did I read that correctly?		8 A Yes. And I asked her the question, as you see
	9 A Yes, sir.		9 here.
15:19:01	10 Q Where were all these -- where were these funds	15:20:44	10 Q Right. And did you exercise that same right
	11 for the quarterly checks from Glendon and the		11 any time prior to September 2013?
	12 Sever-North and Swartz payments coming from?		12 A I think we've seen other e-mails of me asking
	13 A I don't know. I don't know if there was money		13 am I an officer here. We've been through that earlier
	14 in Glendon already or not. I don't know the answer to		14 today.
15:19:12	15 that.	15:20:53	15 Q Yes, sir. So my question is, was that
	16 Q And Frymi responds, "Unless Kia has them, we		16 something that changed from time to time that
	17 need wiring instructions for Sever-North and Advisory IP		17 necessitated that you keep asking?
	18 Services. I would like to add them to the list";		18 A I don't know if the officers changed or not. I
	19 correct?		19 was not in control of those entities. If David elected
15:19:22	20 A Yes.	15:21:05	20 new people or put new people, I don't know what he was
	21 Q And you respond to Frymi, "Am I an officer of		21 or wasn't doing.
	22 either of these companies?"		22 Q And despite that fact, you were content just to
	23 A Yes.		23 stay in the office with him and continue to operate with
	24 Q Was that something that changed from time to		24 him?
15:19:31	25 time?	15:21:15	25 A I thought everything was going the way it

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<p>15:21:18 1 should have been.</p> <p>2 Q Let me hand you what's been marked as</p> <p>3 Exhibit 43, sir.</p> <p>4 A Thank you.</p> <p>14:15:32 5 (Exhibit 43 was marked for</p> <p>6 identification by the Court Reporter</p> <p>7 and is attached hereto.)</p> <p>8 BY MR. WALKER:</p> <p>9 Q Now, in response to the same e-mail from</p> <p>15:21:38 10 Mr. Bergstein on May 13, 2013, Frymi responds that, "We</p> <p>11 noticed that there is a discrepancy on page 1 of the</p> <p>12 Advisory IP Services note. The initial principal amount</p> <p>13 \$200,000, but in the text it says 500,000. Please</p> <p>14 advise if this needs to be corrected."</p> <p>15:21:57 15 What was the source of that mistake?</p> <p>16 A I don't know. David drafted it.</p> <p>17 Q So was Mr. Bergstein --</p> <p>18 A Or I don't know if David drafted it or not, but</p> <p>19 David is the one who sent it. I don't know who drafted</p> <p>15:22:09 20 it. It wasn't me.</p> <p>21 Q Well, like -- let's take a look at this first</p> <p>22 document. It's actually a stock purchase agreement</p> <p>23 between Glendon and Sever-North; correct?</p> <p>24 A Yes.</p> <p>15:22:19 25 Q And Sever-North is paying \$1.8 million for</p>	<p>15:23:47 1 He put in more money than anybody else. He took a</p> <p>2 second out on his house to buy shares. That's how much</p> <p>3 he believed in us taking it private and the opportunity</p> <p>4 that provided.</p> <p>15:23:56 5 Q So you had access to Glendon's bank account?</p> <p>6 A I did, yes.</p> <p>7 Q And you were signatory on that account?</p> <p>8 A Yes. I went to the -- to the bank account at</p> <p>9 Wells Fargo. There was an account that we set up with</p> <p>15:24:08 10 Deutsche Bank, which was the account that I couldn't</p> <p>11 touch. It was where the investments would go in and the</p> <p>12 public shareholders would take their stock certificates</p> <p>13 and get paid for it. That was some special account that</p> <p>14 was used for that purpose only.</p> <p>15:24:25 15 Q Have you received any lawsuits from any of the</p> <p>16 investors in connection with the Glendon transactions</p> <p>17 you were involved in?</p> <p>18 A No, sir.</p> <p>19 Q Let me hand you what's been marked as</p> <p>15:24:36 20 Exhibit 44.</p> <p>21 (Exhibit 44 was marked for</p> <p>22 identification by the Court Reporter</p> <p>23 and is attached hereto.)</p> <p>24 THE WITNESS: Thank you.</p> <p>25 ///</p>
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<p>15:22:24 1 2.65 million shares of Glendon's common stock; correct?</p> <p>2 A That's what it says.</p> <p>3 Q Who was drafting these agreements?</p> <p>4 A I think this was probably drafted by Aaron</p> <p>15:22:40 5 Grunfeld or David. I don't know.</p> <p>6 Q So it was either drafted by the president of</p> <p>7 Swartz IP or the attorney that formed Swartz IP?</p> <p>8 A I would assume it's the two. I don't know who</p> <p>9 drafted it. That's an assumption.</p> <p>15:22:54 10 Q Did you ever ask Mr. Bergstein who was drafting</p> <p>11 these documents?</p> <p>12 A No, sir. I don't recall doing that.</p> <p>13 Q Let's go to page 389.</p> <p>14 A 389.</p> <p>15:23:14 15 Q Now, this was another stock purchase agreement</p> <p>16 between Glendon Group and BDZ Group, Inc.; correct?</p> <p>17 A Yes.</p> <p>18 Q And here, Glendon was selling BDZ Group, Inc.</p> <p>19 3.1 million shares for a total purchase price of</p> <p>15:23:29 20 \$2.4 million; correct?</p> <p>21 A Yes.</p> <p>22 Q So this was the same stock transaction</p> <p>23 involving Glendon that was the subject of the cease and</p> <p>24 desist order from the SEC that we just read; correct?</p> <p>15:23:44 25 A Yes. David was the largest owner of Glendon.</p>	<p>15:24:38 1 BY MR. WALKER:</p> <p>2 Q Ask you if you can identify that document,</p> <p>3 please.</p> <p>4 A It says it's a list of IA employees.</p> <p>15:24:47 5 Q Specifically for the period of August 2011 to</p> <p>6 December 2013; correct?</p> <p>7 A That's what it says.</p> <p>8 Q What was the purpose of preparing this list?</p> <p>9 MR. WIECHERT: No foundation.</p> <p>15:25:00 10 THE WITNESS: I don't know. I don't know.</p> <p>11 BY MR. WALKER:</p> <p>12 Q Did you request this list be prepared for your</p> <p>13 company?</p> <p>14 A I don't remember.</p> <p>15:25:09 15 Q Who had access to this kind of information</p> <p>16 about the purported employees of Integrated</p> <p>17 Administration?</p> <p>18 A Frymi, Steve, probably Majid.</p> <p>19 Q I think Frymi testified that she doesn't</p> <p>15:25:27 20 believe she prepared this because it was in all caps.</p> <p>21 Accepting that as her testimony, do you know who might</p> <p>22 have prepared this?</p> <p>23 A No, I don't.</p> <p>24 Q And you don't recall what its purpose might be?</p> <p>15:25:40 25 A I don't.</p>

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15:25:41	1 Q Looking at the gentlemen listed on Item No. 22,	15:27:38	1 anything.
	2 Jeffrey Krantzdorf --		2 MR. WIECHERT: The question's incredibly
	3 A Yes.		3 argumentative and misleading.
	4 Q -- is he an attorney?		4 THE WITNESS: I'm not trying to obscure
15:25:49	5 A Yes, he is.	15:27:45	5 anything, sir.
	6 Q And he was recently disbarred?		6 BY MR. WALKER:
	7 A In California, he was. He's still practicing		7 Q Where did the \$50,000 come from that was paid
	8 in New York.		8 to Swartz IP?
	9 Q Why was he disbarred in California?		9 A I don't know. I don't recall.
15:25:58	10 A I don't know.	15:27:53	10 Q And the deposits are all redacted out; correct?
	11 Q Some type of fraud?		11 A That's what the document shows.
	12 A I don't know why he was disbarred in		12 Q Let me hand you what's been marked as
	13 California.		13 Exhibit 46.
	14 MR. WIECHERT: Do you want to testify about it,		14 A Thank you.
15:26:05	15 Counsel?	15:28:10	15 (Exhibit 46 was marked for
	16 BY MR. WALKER:		16 identification by the Court Reporter
	17 Q Let me hand you what's been marked as		17 and is attached hereto.)
	18 Exhibit 45.		18 BY MR. WALKER:
	19 (Exhibit 45 was marked for		19 Q Okay. I apologize for the landscape
15:26:10	20 identification by the Court Reporter	15:28:21	20 orientation of this.
	21 and is attached hereto.)		21 A No, problem. It's making me realize how much I
	22 THE WITNESS: Okay.		22 need my glasses.
	23 BY MR. WALKER:		23 Q Okay. We'll start, I guess, with the bottom
	24 Q Please identify this document.		24 e-mail that goes all the way to the second page.
15:26:21	25 A This is a bank statement from Wells Fargo for	15:28:34	25 A Okay.
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15:26:23	1 the K.Jam Media bank account dated December 1 to 31st of	15:28:36	1 Q And this is an e-mail from you to
	2 2013, wells Fargo.		2 Mr. Zarrinkelk; correct?
	3 Q Okay. So this was a bank statement for your		3 A Yes, sir.
	4 company K.Jam Media's bank account at Wells Fargo;		4 Q Mr. Bergstein is not copied on this; correct?
15:26:40	5 correct?	15:28:43	5 A Yes, sir.
	6 A Yes, sir.		6 Q And it's dated December 6, 2013?
	7 Q Okay. And it shows on page 422 that there was		7 A Correct.
	8 a \$50,000 payment made by K.Jam Media to Swartz IP;		8 Q And you say, "Hope you are well. There is a
	9 correct?		9 wire into Pineboard. It is for the purchase
15:26:56	10 A That's what it shows.	15:28:55	10 distribution."
	11 Q Why was that payment made?		11 Did I read that correctly?
	12 A I don't know. I don't recall.		12 A Yes, you did.
	13 Q At the end of the day, it shows on the last		13 Q What was the amount of that wire into
	14 page that the average daily ledger balance was		14 Pineboard?
15:27:06	15 \$6,380.96; correct?	15:29:02	15 A I don't know. I'm looking to see if it's on
	16 A That's what it shows.		16 this piece of paper. I don't know. I don't recall.
	17 Q Why did you redact the daily ledger balance		17 Q So some amount of money is deposited into
	18 summary when this was produced in this case?		18 Pineboard Holdings; correct?
	19 A I don't know.		19 A Yes.
15:27:20	20 Q Was it to obscure the fact that this account	15:29:15	20 Q That's an account that you had access to?
	21 normally has roughly \$6,300 in it other than when 50,000		21 A Yes, sir.
	22 is moved in and out very quickly to Swartz IP?		22 Q What was a purchase distribution?
	23 MR. WIECHERT: And, Counsel, how does that		23 A I don't know. I think that's why I put it in
	24 obscure the fact that you know that from the document?		24 quotes, so he would write it as purchase distribution in
15:27:38	25 THE WITNESS: I'm not trying to obscure	15:29:25	25 his ledger. And then later when we finally would sit

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15:29:27	1 with David, we could say to David, You said it's	15:31:21	1 payroll account, you were going to wire \$100,000 to
	2 purchase distribution; explain that. What is it? So		2 Cyrano; correct?
	3 that we could update the -- the charts.		3 A Yes.
	4 Q What does "purchase distribution" even mean?		4 Q Okay. But why was \$100,000 out of the
15:29:41	5 A I don't know.	15:31:30	5 Integrated Administration payroll account going to
	6 Q So Mr. Bergstein provided you what you		6 Cyrano Group?
	7 acknowledge was a meaningless characterization of a wire		7 A I don't remember why he asked me to do that.
	8 that went into Pineboard?		8 Q Well, clearly, Cyrano's not an employee of
	9 MR. WIECHERT: The question's argumentative.		9 Integrated Administration; correct?
15:29:50	10 It misstates the testimony.	15:31:42	10 A No.
	11 THE WITNESS: No, that's not what I said. What		11 Q Also from the Integrated Administration payroll
	12 I said is David said it was a purchase distribution.		12 account, you were to wire -- Mr. Zarrinkelk was to wire
	13 BY MR. WALKER:		13 \$23,833.33 to FCI Lender Services, Inc.; correct?
	14 Q Right.		14 A Uh-huh.
15:29:57	15 A So I coded it as that.	15:31:57	15 Q Was that a yes, sir?
	16 Q Right.		16 A Yes, sir. Sorry. I didn't mean to just nod.
	17 A Told Majid to write it as that so that later		17 Q No, that's fine. That's fine.
	18 on, we could get a complete explanation from him.		18 Okay. And the beneficiary bank was Sunwest
	19 Q As we sit here today, you can't tell me what		19 Bank. And it was for a loan on property located at 5353
15:30:04	20 "purchase distribution" means?	15:32:09	20 Round Meadow Road in Hidden Hills, California; correct?
	21 A I don't know what he was referring to back in		21 A Yes, sir.
	22 2013.		22 Q And that's Mr. Bergstein's home address;
	23 Q Well, as we look at it today, can you tell me		23 correct?
	24 what it means? Knowing what it was in hindsight?		24 A That is correct.
15:30:14	25 A "Purchase distribution," I don't know what he	15:32:17	25 Q So you were paying Mr. Bergstein's mortgage
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15:30:18	1 was referring to.	15:32:22	1 payment for his residence out of the Integrated
	2 Q So a wire of some amount goes into Pineboard's		2 Administration payroll account; correct?
	3 account; correct?		3 A Out of the administrative -- out of the IA
	4 A Yes, sir.		4 account, yes. We wired \$23,833 to Sun Bank -- Sunwest
15:30:24	5 Q And you were asking Mr. Zarrinkelk then from	15:32:33	5 Bank.
	6 Pineboard Holdings to send \$300,000 to Graybox; correct?		6 Q And so, again, you were taking money that
	7 A Yes, sir.		7 Pineboard had sent to Integrated Administration's
	8 Q And that was Mr. Bergstein's company?		8 payroll account, and then turning around and immediately
	9 A Yes. David owned -- from what I understand,		9 paying Mr. Bergstein's mortgage on his home --
15:30:36	10 owns Graybox. It's his company.	15:32:52	10 A Yes.
	11 Q And then from Pineboard, he was also to		11 Q -- out of the Integrated Administration payroll
	12 transfer \$50,000 to Swartz IP; correct?		12 account --
	13 A That's what it says.		13 A Yes.
	14 Q And then also from Pineboard, he was to send		14 Q -- correct?
15:30:47	15 \$240,000 to Integrated Administration; correct?	15:32:54	15 A Maybe he had advanced some money elsewhere and
	16 A That's what it says.		16 then this was paying him back for the money he had
	17 Q Okay. So it looks like there was at least		17 advanced.
	18 \$590,000 wired into Pineboard to cover those three		18 Q Or maybe he was just moving money from
	19 disbursements; correct?		19 Pineboard through Integrated Administration to pay one
15:31:04	20 A That's correct.	15:33:05	20 of his personal expenses; correct?
	21 Q Okay. And then, as we saw, there was supposed		21 A I don't know what he was doing.
	22 to be from Pineboard \$240,000 to Integrated		22 Q Well, actually, you were the one doing it;
	23 Administration and -- the payroll account; correct?		23 right? I mean, Mr. Zarrinkelk is your accountant;
	24 A Yes.		24 right?
15:31:19	25 Q And then from the Integrated Administration	15:33:14	25 A Yes.

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15:33:14	1 Q And you're instructing Mr. Zarrinkelk to do 2 this; correct? 3 A Yes. 4 Q And Mr. Bergstein is not copied on any of these 15:33:19 5 communications; correct? 6 A Mr. Bergstein's the one who would give me all 7 this information as to where the money should go. 8 Q But Mr. Bergstein's not part of this 9 communication, is he? 15:33:28 10 A He's not part of this communication, no. 11 Q And Mr. Zarrinkelk is receiving these 12 instructions from you; correct? 13 A That's correct. 14 Q And then from Integrated Administration, after 15:33:35 15 you paid Mr. Bergstein's mortgage payment, you were 16 supposed to send \$100,000 -- Mr. Zarrinkelk was supposed 17 to send \$100,000 to K.Jam Media; correct? 18 A Correct. 19 Q And then from that, K.Jam Media was going to 15:33:48 20 send \$20,000 to After Dark Films; correct? 21 A Yes. That's what it states. 22 Q And K.Jam Media was to wire \$25,000 to Jeremy 23 Farris; correct? 24 A That's what it says. 15:34:00 25 Q And who is Jeremy Farris?	15:34:58	1 Q Is it possible that Mr. Zarrinkelk's general 2 ledger for Integrated Administration was simply copied 3 or printed onto a -- 4 A Yes. 15:35:04 5 Q -- portrait format? 6 A Yes. 7 Q Okay. You believe this -- 8 A That's why I didn't recognize it. 9 Q -- is a copy of part of the ledger for 15:35:12 10 Integrated Administration that Mr. Zarrinkelk 11 maintained? 12 A It looks like it. 13 Q Okay. So it reflects that there was a wire 14 deposit from "Swartz IP Services Group; income to IA. 15:35:30 15 See Kia e-mail November 23, 2011." 16 Did I read that correctly? 17 A Yes, you did. 18 Q Okay. And it shows \$150,000; correct? 19 A Yes, it does. 15:35:40 20 Q Okay. So why was Swartz IP Services Group 21 paying Integrated Administration? 22 A I don't know. 23 Q Why was that characterized as income to 24 Integrated Administration? 15:35:52 25 A Because when I asked David what is it, he said
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15:34:01	1 A Jeremy is a -- a friend of ours. Jeremy was 2 somebody that I would borrow money from time to time 3 when we needed money for short-term loans when funds 4 were low. He's a friend. 15:34:13 5 Q When you say a friend of ours? 6 A Friend of mine. And I introduced him to David, 7 so he knows David. But he's my friend first. 8 Q Let me hand you what's been marked as 9 Exhibit 47, sir. 14:15:32 10 (Exhibit 47 was marked for 11 identification by the Court Reporter 12 and is attached hereto.) 13 BY MR. WALKER: 14 Q Can you identify this document, please? 15:34:34 15 A No. 16 Q At the top it states, "Integrated 17 Administration 2011, 2012, and 2013 general ledger 18 detail." 19 A That's what it says. 15:34:45 20 Q And is it -- does this reflect the way that the 21 general ledger for Integrated Administration was 22 maintained by you? 23 A No. We would do it this way. So it was never 24 this small like this. We would -- Majid does it this 15:34:57 25 way.	15:35:55	1 income. 2 Q So you didn't understand the source of the 3 funds from Swartz IP to your own company? 4 A No. I just asked David what it was, if it was 15:36:02 5 income or not. And he said income. So that I could 6 tell Majid it was income. 7 Q And you were willing to accept Mr. Bergstein's 8 characterization of \$150,000 payment as income to 9 Integrated Administration? 15:36:13 10 A Yes. 11 Q Were you ultimately the person responsible for 12 the payment of income taxes on the part of Integrated 13 Administration? 14 A I was. 15:36:20 15 Q So you were willing to accept a tax hit on 16 \$150,000 without any more explanation than that? 17 A He said it was income. So I was going to -- I 18 didn't want to change anything as it was. He said it 19 was income, so I reported it as income. 15:36:33 20 Q Well, what income had your company earned at 21 Integrated Administration from Swartz IP to the tune of 22 \$150,000? 23 A I don't know what David was doing at the time, 24 but the money -- he sent the wire. He would often send 15:36:48 25 me e-mails, say, "I wired X dollars into your account."

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<p>15:36:51 1 And then I'd ask him, "What is it? Is this 2 income? What is it?" 3 And he would tell me and I would immediately 4 notify Majid. 15:36:57 5 Q Yes, sir. But with all respect, my question 6 was, with respect to your company Integrated 7 Administration, what had your company done to earn 8 \$150,000 from Swartz IP? 9 A I don't know what we were working on at the 15:37:09 10 time. Maybe it's the Sovrin work we were doing. Maybe 11 it was something Jerry Swartz was involved with. I 12 don't know specifically what this would be referring to. 13 Q In fact, you didn't know at all; right? You 14 just accepted Mr. Bergstein's characterization of 15:37:22 15 \$150,000 as income to your company? 16 MR. WIECHERT: It's argumentative. 17 THE WITNESS: As I said to you before, when he 18 would send money into the company, I would ask him how 19 to characterize it. He would tell me and I would notify 15:37:33 20 the business manager. 21 BY MR. WALKER: 22 Q Now, six days later, on November 29, 2011, 23 Swartz IP sends another wire transfer to Integrated 24 Administration and the note is, "As fee income"; 15:37:47 25 correct?</p>	<p>15:38:38 1 THE WITNESS: I know what was going on with IA. 2 But you're asking me questions about Swartz IP, which is 3 a company that I was not running. So what Swartz was 4 doing, I don't know. 15:38:47 5 BY MR. WALKER: 6 Q No, sure. But -- but you agree that this is 7 showing that Integrated Administration is being paid -- 8 A Yes. 9 Q -- what you're characterizing as income to the 15:38:55 10 tune of \$450,000 -- 11 A Yes. 12 Q -- within a six-day period of November 2011; 13 right? 14 A Yes. 15:39:02 15 Q So I'm asking you, what was Integrated 16 Administration doing to earn -- 17 A As I -- 18 Q -- \$450,000 from -- 19 A Maybe they were -- 15:39:07 20 Q -- Swartz IP? 21 A Maybe it was the employees were -- 22 MR. WIECHERT: It's asked and -- it's asked and 23 answered. 24 THE WITNESS: Maybe the employees were -- maybe 15:39:12 25 it's what the employees were doing. Maybe it's payroll</p>
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<p>15:37:48 1 A That's what it says. 2 Q And that's \$300,000; correct? 3 A That's correct. 4 Q What did -- in that six-day period, what had 15:37:55 5 Integrated Administration done to earn \$300,000 from 6 Swartz IP? 7 MR. WIECHERT: Assumes facts not in evidence. 8 No foundation. 9 THE WITNESS: I don't know if this was for that 15:38:02 10 six days or for the last six months and finally it was 11 getting paid. I don't know the answer to that question. 12 BY MR. WALKER: 13 Q Well, over the past or preceding six months, 14 what had Income [sic] Administration done for Swartz IP 15:38:14 15 that would permit payments of \$450,000 between 16 November 23rd to the 29th in 2011? 17 A I don't know what David was working on, what he 18 was -- what deals he had going, what he was doing at the 19 time. So I don't know the answer to that. 15:38:28 20 Q Well, Integrated Administration was your 21 company; right? 22 A Yes, it was. 23 Q And you had no idea what was going on with it? 24 MR. WIECHERT: Objection. Vague and ambiguous. 15:38:37 25 Overbroad.</p>	<p>15:39:14 1 that we had already advanced. Maybe it was a 2 reimbursement of that. I don't remember at that time. 3 BY MR. WALKER: 4 Q Then on January 26, 2012, there's another 15:39:27 5 deposit from Swartz IP that was wired and characterized 6 as income to Integrated Administration to the tune of 7 \$100,000; correct? 8 A Yes, I see that. 9 Q And then on February 2nd, 2012, there was 15:39:42 10 another wire transfer from Integrated Administration -- 11 I'm sorry. 12 And then later on February 2nd, 2012, there was 13 another wire deposit into Integrated Administration from 14 Swartz IP Services that was also characterized as income 15:39:57 15 to the tune of \$50,000; correct? 16 A I can't really see that number, but I think it 17 is 50,000. Is it the one under the 100,000? 18 Q Yes, sir. 19 A Yeah. I think that's a 50, yes. 15:40:07 20 MR. WIECHERT: Jim, you've got good eyes. 21 BY MR. WALKER: 22 Q And then on February 9th, 2012 -- 23 A That's 150; right? 24 Q -- there was another wire deposit into 15:40:13 25 Integrated Administration's account from Swartz IP</p>

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15:40:14 1 Services Group that was characterized as income to the
2 tune of \$150,000; correct?
3 A That is correct. That's what this document
4 says.
15:40:22 5 Q And then on March 6, 2012, there was another
6 wire deposit into Integrated Administration's account
7 from Swartz IP characterized as income to the tune of
8 \$300,000; correct?
9 A That's correct. That's that this document
15:40:36 10 says.
11 Q Okay. So at that point, there was \$1,050,000
12 that had been wired from Swartz IP into Integrated
13 Administration and characterized as income; correct?
14 A That's correct.
15:40:51 15 Q And can you identify for us what in the world
16 Integrated Administration had done for Swartz IP
17 Services to -- that would merit payment by Swartz to
18 Integrated Administration to the tune of more than a
19 million dollars?
15:41:06 20 MR. WIECHERT: Argumentative.
21 THE WITNESS: As I have said multiple times
22 now, I don't know what David was doing. Maybe David was
23 doing something for Swartz IP and he was supposed to be
24 compensated and this is his compensation. I don't know
15:41:16 25 what David was doing.

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15:41:17 1 Integrated Administration was just running the
2 business of paying the employees, having their health
3 insurance, and things of that sort. Maybe those
4 employees were working on Swartz IP deals. I don't know
15:41:27 5 what all 40 of those people that we looked at were
6 working on on a daily basis. But maybe these are fees
7 for David and David's work. Maybe he was working on
8 transactions. I don't know.
9 BY MR. WALKER:
15:41:36 10 Q Well, why would David launder over a million
11 dollars of payments through Integrated Administration
12 from Swartz IP? Why wouldn't he just take the payment
13 directly if Swartz IP owed him the money?
14 MR. WIECHERT: Assumes facts not in evidence.
15:41:48 15 Calls for a conclusion.
16 THE WITNESS: I don't know why David did what
17 he did. You can ask him.
18 BY MR. WALKER:
19 Q You maintained Mr. Bergstein officially as an
15:41:56 20 employee of Integrated Administration; correct?
21 A Yes. David was on the payroll for a brief
22 period, yes.
23 Q So did this money then go from Integrated
24 Administration to Mr. Bergstein?
15:42:09 25 A David has gotten some paychecks from IA. I

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15:42:12 1 don't know how many. He was the -- definitely one of --
2 he was, I think, the biggest ticket on the payroll. I
3 think his -- I don't remember what his salary was. A
4 couple hundred thousand dollars.
15:42:23 5 Q Well, over a period of less than three months,
6 Integrated Administration received slightly more than a
7 million dollars in what it characterized as income from
8 Swartz IP. Are you saying that that money was then
9 turned around and paid by Integrated Administration to
15:42:46 10 Mr. Bergstein?
11 A No. That's not what I said. You asked me if
12 he was on payroll and I said, yes, for a brief period,
13 he was on payroll. He was one of 40 checks that would
14 get cut every two weeks or week, whatever we were doing.
15:42:55 15 Q And just to be clear, you -- you can't tell us
16 why those payments were made or why they were justified
17 or what Integrated Administration had done to require
18 those payments?
19 A At this time --
15:43:03 20 MR. WIECHERT: Compound.
21 THE WITNESS: At this time, no, I don't recall.
22 BY MR. WALKER:
23 Q Now, the final entry, approximately five months
24 later from the last wire transfer from Swartz IP, was
15:43:17 25 dated September 7, 2012, and it's described as an

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15:43:19 1 inventory sale to Swartz IP Services Group; correct?
2 A That's what it says.
3 Q Is that an inventory sale from Integrated
4 Administration to Swartz IP?
15:43:28 5 A I don't recall.
6 Q Well, this is the Integrated Administration
7 ledger reflecting income for a sale to Swartz IP;
8 correct?
9 A That's what it states.
15:43:38 10 Q And it was for \$80,000; correct?
11 A That is what it states.
12 Q What inventory did Integrated Administration
13 sell to Swartz IP?
14 A As I said earlier, I don't recall anything
15:43:47 15 about that transaction from 2012.
16 Q Had Integrated Administration ever had over a
17 million dollars come in to its account over a less than
18 90-day period prior to this time?
19 A I don't recall. I don't know.
15:44:37 20 Q I'll hand you what's been marked as Exhibit 48,
21 sir.
22 A Thank you.
23 (Exhibit 48 was marked for
24 identification by the Court Reporter
15:44:46 25 and is attached hereto.)

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15:44:46 1 THE WITNESS: Okay.
 2 BY MR. WALKER:
 3 Q Looking at this document, do you know who
 4 prepared this?
 15:44:58 5 A Jeff Solomon, I believe. Guessing.
 6 Q What would he have -- do you have any idea what
 7 he would have based this summary of entities on?
 8 MR. WIECHERT: Calls for a conclusion.
 9 Speculation. No foundation.
 15:45:11 10 THE WITNESS: I don't know where he was getting
 11 this information. I know he talked to David a bunch and
 12 he was in the office. So I don't know where or how he
 13 would get that information.
 14 BY MR. WALKER:
 15:45:20 15 Q Did Mr. Solomon have access to the corporate
 16 records of the various corporate entities that you were
 17 involved in?
 18 A Probably.
 19 Q Did he have access to the corporate records of
 15:45:28 20 entities that you and Mr. Bergstein were both involved
 21 in?
 22 A I don't know if -- I don't know. I would
 23 imagine so. I don't know.
 24 MR. WIECHERT: Move to the strike the answer as
 15:45:41 25 speculation.

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15:45:41 1 BY MR. WALKER:
 2 Q Looking at page 534.
 3 A 534, yes, sir.
 4 Q It's got Swartz IP Services Group at the top;
 15:45:48 5 correct?
 6 A Yes, sir.
 7 Q And there's a note that says, "K.Jam Media and
 8 Owari Opus own Swartz"; correct?
 9 A Where does it say that?
 15:46:00 10 Q At the bottom of that section.
 11 MR. WIECHERT: The document speaks for itself.
 12 THE WITNESS: Yes. I see that note.
 13 BY MR. WALKER:
 14 Q Was that accurate at the time this was
 15:46:06 15 prepared?
 16 A I don't know if that was accurate at the time
 17 it was prepared. I don't know that.
 18 Q Based upon your experience with Mr. -- was it
 19 Solomon?
 15:46:15 20 A Solomon, correct.
 21 Q Was he the kind of person that would create a
 22 document like this that he would be reckless with regard
 23 to the accuracy of the information contained in it?
 24 MR. WIECHERT: Calls for speculation. Improper
 15:46:27 25 lack of evidence. No foundation.

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15:46:30 1 THE WITNESS: Jeff was a -- Jeff was -- this
 2 was a work in progress document, so it was constantly
 3 getting updated as he would get more information. So I
 4 don't know kind of where along the process this was.
 15:46:42 5 And it is my understanding that his note here is
 6 incorrect. K.Jam Media does not known Swartz IP.
 7 BY MR. WALKER:
 8 Q Well, certainly he noted that it did at this
 9 time; right?
 15:46:56 10 MR. WIECHERT: The question's argumentative.
 11 Document speaks for itself.
 12 THE WITNESS: That's what this document says.
 13 And I'm assuming this is a document that Jeff created,
 14 so...
 15:47:03 15 BY MR. WALKER:
 16 Q And under Owari Opus in the next section, it
 17 says K.Jam Media owns that company; correct?
 18 A That's what this document says, yes.
 19 Q So setting that up, if you owned -- if K.Jam
 15:47:16 20 Media owned Owari Opus, you would have owned Swartz IP
 21 then?
 22 MR. WIECHERT: Assumes facts not in evidence.
 23 Incomplete hypothetical. No foundation.
 24 THE WITNESS: I don't own Owari Opus and K.Jam
 15:47:31 25 Media did not own Swartz IP.

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15:47:34 1 BY MR. WALKER:
 2 Q So regardless of who created that record, how
 3 is it that with the companies that you're working in and
 4 around, you and Mr. Bergstein are involved with, that
 15:47:42 5 Frymi Biedak's involved with, that Mr. Zarrinkelk's
 6 involved with, how is it that that document gets created
 7 and is so inaccurate, in your view?
 8 MR. WIECHERT: Calls for speculation. No
 9 foundation. Witness isn't the author of the document.
 15:47:57 10 THE WITNESS: Yeah. I don't know who created
 11 the document. I don't know what information they had.
 12 I don't know when it was created. So there's lots of
 13 inaccuracies in that document. That, I can tell you.
 14 BY MR. WALKER:
 15:48:05 15 Q Right. So was it the practice of everyone that
 16 you worked with just to generate inaccurate records
 17 concerning the various companies you were working with?
 18 MR. WIECHERT: The question's argumentative.
 19 Overbroad. Vague and ambiguous.
 15:48:18 20 THE WITNESS: No, sir.
 21 BY MR. WALKER:
 22 Q Let me hand you what's been marked as
 23 Exhibit 49.
 24 A Thank you, sir.
 15:48:33 25 (Exhibit 49 was marked for

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15:48:33	1 identification by the Court Reporter 2 and is attached hereto.) 3 BY MR. WALKER: 4 Q Can you identify this document, sir?	15:50:29	1 A No. I never had any conversation with Albert 2 about this kind of stuff. 3 Q Why not? 4 A I just didn't. David was the one who dealt
15:48:35	5 A I have seen the document. I have not read this 6 document. 7 Q Okay. Let's just start at the beginning then. 8 On the first page of Exhibit 49, it's an e-mail from 9 you; correct?	15:50:38	5 with him. 6 Q Well, except here you're signing an agreement 7 as one counter-party and Mr. Hallac is signing the 8 agreement as the other counter-party; correct? 9 A That's correct.
15:48:46	10 A Yes, sir. 11 Q Dated September 8, 2015 that you sent to 12 Mr. Bergstein? 13 A That is correct. 14 Q And the subject is Swartz IP and Arius Libra;	15:50:48	10 Q I mean, Mr. Bergstein's nowhere on this 11 document, is he? 12 A No, he's not. 13 Q Looking at page 817. Oh, hang on. Let me back 14 up a little bit.
15:49:01	15 correct? 16 A Yeah. It's a forward, yes. 17 Q And the attachments are the Arius Libra 18 contribution of assets, and the SIP note purchase 19 agreement, and the SIP note; correct?	15:51:01	15 If you could go to page 797. 16 A 797, yes, sir. 17 Q Sir, could you turn to page 796, please. 18 A Yes, sir. 19 Q And there we see a Certificate of Secretary of
15:49:11	20 A That's what it says. 21 Q Okay. So turning to the second page, we see a 22 document entitled "Agreement regarding contribution of 23 assets to Arius Libra"; correct? 24 A That's what it says.	15:51:29	20 Arius Libra, Inc., a Delaware corporation. And it 21 states, "I am the duly-elected, qualified, and acting 22 secretary of Arius Libra, Inc., a Delaware corporation, 23 and certify that the foregoing bylaws were adopted as 24 the bylaws of the corporation as of July 28, 2011, by 15:51:47 25 the director of the corporation as of July 28, 2011";
15:49:21	25 Q And it's between Arius Libra and the Wimbledon		
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15:49:25	1 Real Estate Financing Master Fund; correct? 2 A That's what it says. 3 Q Now, looking at page 766. 4 A Yes, sir.	15:51:52	1 correct? 2 A That is correct. That's what it says. 3 Q And you signed that? 4 A That is correct.
15:49:38	5 Q We see Albert Hallac signed as president of 6 Weston Capital Asset Management. 7 A Yes, sir. 8 Q As investment advisor for Wimbledon Real Estate 9 Financing Master Fund; correct?	15:51:56	5 Q Now going to the next page, we see the cover 6 sheet for the Swartz IP note purchase agreement; 7 correct? 8 A Yes, sir. 9 Q And going to page 817.
15:49:54	10 A That's what it says. 11 Q And you signed on behalf Arius Libra, Inc., as 12 corporate secretary; correct? 13 A That's what it states. 14 Q At the time this document and this agreement 15 was executed, did anyone at Wimbledon Real Estate 16 Financing Master Fund have any idea that this agreement 17 was being entered into?	15:52:10	10 A Just one second, please. Yes, sir. 11 Q We see your signature in your capacity as vice 12 president for Swartz IP Services Group; correct? 13 A Yes, I signed that. 14 Q And there, if you look at page 824. 15:52:34 15 A 824. 16 Q There's a \$25 million reference note due 17 November 14, 2016; correct? 18 A Or 2021, yes. 19 Q And on the next page you signed that reference note also in your capacity as vice president for Swartz IP Services Group; correct?
15:50:04	18 MR. WIECHERT: Calls for speculation. No 19 foundation. 20 THE WITNESS: I have absolutely no idea. 21 BY MR. WALKER: 22 Q When you saw that Mr. Hallac was signing for 23 an -- as an agent for Wimbledon Master Fund, did you ask 24 him about his authority to execute that in that 15:50:29 25 capacity?	15:52:51	20 MR. WIECHERT: It's asked and answered. 21 THE WITNESS: This is the same document we've 22 talked about; right? 23 BY MR. WALKER: 15:52:59 25

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15:52:59 1 Q Yes, sir.
 2 A Yes.
 3 Q So we've seen your executed reference note as
 4 secretary of -- vice president, rather, of Swartz IP.
 15:53:08 5 We've seen the -- previously, the executed note purchase
 6 agreement that you executed as vice president of Swartz
 7 IP. This is the first time, I think, that we're seeing
 8 this agreement regarding contribution of assets to Arius
 9 Libra, which you signed as corporate secretary for that
 15:53:22 10 company.
 11 My question to you is, why were you sending
 12 these executed documents to David Bergstein?
 13 A Because he was the one -- I don't know how many
 14 different ways to say this to be clear. I did not
 15:53:33 15 interact with any of the signing parties. He's the one
 16 who would do it. He would send them to me for
 17 signatures. I would sign and send to him. And he would
 18 disburse and do whatever it was.
 19 I did not interact with the other side. I did
 15:53:41 20 not negotiate. It was all David.
 21 Q Sir, with all respect --
 22 A David ran --
 23 Q -- my question was, why were you sending these
 24 agreements to Mr. Bergstein on September 8, 2015?
 15:53:53 25 A Because he probably asked for them.

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15:54:54 1 Q Do you have any recollection of why he asked
 2 for them?
 3 A I do not, sir.
 4 Q Let me hand you what's been marked as
 15:55:01 5 Exhibit 50.
 6 A Thank you.
 7 (Exhibit 50 was marked for
 8 identification by the Court Reporter
 9 and is attached hereto.)
 15:55:10 10 THE WITNESS: Yes, sir.
 11 BY MR. WALKER:
 12 Q Okay. Now, this is an e-mail from
 13 Mr. Bergstein to you dated October 22, 2015.
 14 A Okay.
 15:55:15 15 Q Asking you to send him the e-mail where you
 16 sent Keith Wellner the signed side letter.
 17 A Yes, sir.
 18 Q Okay. And so you forward a December 2, 2011
 19 e-mail that we had seen earlier.
 15:55:31 20 A Yes, sir.
 21 Q Where you wrote, "Gents, here's the revised
 22 DocSign --"
 23 A Yes, sir.
 24 Q -- et cetera, correct?
 15:55:35 25 A Yes, sir.

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15:53:56 1 Q And you were able to access them and provide
 2 them to him; correct?
 3 A Maybe he sent them to me or gave them to me and
 4 said sign them. Yeah. I don't know how I got them.
 15:54:06 5 Maybe he -- is there an e-mail before this where he
 6 sends it to me? This is a forward. Where is the e-mail
 7 before this? Is that an e-mail of him sending them to
 8 me?
 9 Q Well, I doubt it, sir. You signed these
 15:54:16 10 documents. For example, the note purchase agreement was
 11 dated back in November 2011; correct?
 12 A Uh-huh.
 13 Q The reference note was also dated November 2011
 14 when you signed it; correct?
 15:54:31 15 A That's correct.
 16 Q Okay. And here we are --
 17 A It could have been in the e-mail that was sent
 18 to me before this and I'm just forwarding with the one I
 19 signed. I don't know. I don't know the answer today.
 15:54:41 20 Q But my question was simply, do you know why in
 21 September 8, 2015, you're sending those three executed
 22 documents that you signed for those three transactions
 23 to Mr. Bergstein?
 24 A I'm sure he asked for them. And if I had them,
 15:54:52 25 I sent it to him.

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15:55:35 1 Q And we see the same side letter, as he
 2 described it was --
 3 A Yes, I recall the letter.
 4 Q Okay. And that was the November 17, 2011
 15:55:44 5 letter providing certain reps and warranties to --
 6 A That's the one I signed and --
 7 Q -- Swartz IP?
 8 A -- TT never signed.
 9 Q Sir?
 15:55:50 10 A That -- that's the one I signed and TT never
 11 signed.
 12 Q Okay.
 13 A Yes, I recall that.
 14 Q Okay. Do you know why --
 15:55:56 15 A I'm sorry. Did I answer your question? I'm
 16 sorry. Did I miss your question?
 17 Q Yes, sir. My question was, why in October 2015
 18 was Mr. Bergstein asking you for that signed side
 19 letter?
 15:56:08 20 A I don't why David was asking for it.
 21 Q Let me hand you what's been marked as
 22 Exhibit 57 [sic], sir.
 23 (Exhibit 51 was marked for
 24 identification by the Court Reporter
 14:15:32 25 and is attached hereto.)

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14:15:32	1 BY MR. WALKER:	15:58:15	1 THE WITNESS: No.
	2 Q Now, we've seen an affidavit that you signed		2 THE REPORTER: No.
	3 subject to penalty of perjury admitting that you were an		3 MR. WALKER: No, no. I just misstated.
	4 officer of Swartz IP. Remember that?		4 MR. WIECHERT: Oh.
15:56:30	5 MR. WIECHERT: Actually, it was Advisory,	15:58:15	5 MR. WALKER: So when I refer -- just for the
	6 Counsel.		6 purposes of the record, when I referred to Plaintiff's
	7 BY MR. WALKER:		7 Exhibit 57, I was mistaken. I meant to say Plaintiff's
	8 Q Granted. Subject to that change.		8 Exhibit 51.
	9 A I do recall that document, yes.		9 THE WITNESS: Do you want this one back?
15:56:35	10 Q And we've seen now several times the note	15:58:16	10 MR. WALKER: No, sir.
	11 purchase agreement and the reference note and the side		11 BY MR. WALKER:
	12 letter agreement, as Mr. Bergstein referred it, all of		12 Q And I was referring to the defendant Kiarash
	13 which you signed in your capacity as vice president of		13 Jam's supplemental responses to Plaintiff's first set of
	14 Swartz IP; correct?		14 combined written discovery containing the request for
15:56:53	15 A I believe so, yes.	15:58:25	15 admission stating, "Admit that you executed the NPA, a
	16 Q Okay. If you could turn to page -- where's the		16 true and accurate copy, which is annexed hereto as
	17 page number on this -- I believe it's 9. It's hard to		17 Exhibit A, on or about November 14, 2011, as SIP's vice
	18 see at the bottom.		18 president."
	19 A Nine. Okay.		19 And your response was admit; correct?
15:57:06	20 Q And were you asked in this case to admit that	15:58:37	20 A That's what it says, yes.
	21 you executed the note purchase agreement on or about		21 Q Thank you.
	22 November 14, 2011, as SIP's vice president.		22 All right, sir. I've handed you what's been
	23 And you admitted it; correct?		23 marked as Exhibit 52.
	24 A I did sign it on November 14th, yes.		24 A Yes, sir.
15:57:24	25 Q And you signed it on November 14, 2011 as	15:58:47	25 Q Have you seen this document before?
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15:57:28	1 Swartz IP's vice president?	15:58:50	1 A I don't think so.
	2 A Yes. I asked David what's my title and he said		2 (Exhibit 52 was marked for
	3 vice president.		3 identification by the Court Reporter
	4 Q And you admit --		4 and is attached hereto.)
15:57:32	5 A He wanted me to sign it as. Okay.	15:58:52	5 BY MR. WALKER:
	6 Q Let me hand you, sir, what's been marked as		6 Q Now, this --
	7 Exhibit 52.		7 A Hold on. Hold on.
	8 THE REPORTER: You said 57 on the last one.		8 Q Yes, sir.
	9 You want to clarify that?		9 A Was this the document that we referred to in
	10 MR. WALKER: Oh, I did?	15:58:56	10 that e-mail with Alex Weingarten?
	11 THE REPORTER: Yes.		11 Q I don't believe so, sir.
	12 THE WITNESS: It's 50.		12 A Then I have not. I don't think I've seen this.
	13 THE REPORTER: It's 51.		13 Q Okay. This is a money judgment entered in the
	14 MR. WALKER: Ah.		14 Supreme Court of the State of New York, County of New
15:58:13	15 THE REPORTER: Right?	15:59:11	15 York; correct?
	16 THE WITNESS: Fifty?		16 MR. WIECHERT: Are you asking him to --
	17 MR. WALKER: No, no. That's --		17 THE WITNESS: It says "money judgment" on it.
	18 THE REPORTER: No, no, no.		18 And it says "Supreme Court" on it, that I can --
	19 MR. WALKER: It's the one in front of you, sir.		19 MR. WIECHERT: -- he doesn't recall seeing it.
15:58:13	20 I'm sorry.	15:59:21	20 BY MR. WALKER:
	21 THE WITNESS: Oh, this was 52.		21 Q Has anyone ever shown you the money judgment
	22 MR. LATZER: The previous --		22 that my client, Class TT, secured against Swartz IP?
	23 THE REPORTER: The previous one you said --		23 A I do think I've seen this document before, sir.
	24 MR. WIECHERT: You said it was 57. Was that		24 Q Okay. Going to the second page.
15:58:15	25 right? You jumped a few numbers.	15:59:30	25 A Okay, sir.

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15:59:35	1 Q Class TT was granted a judgment against	16:01:41	1 A That your theory is that --
	2 Advisory IP Services, Inc., formerly known as Swartz IP		2 Q You worked with Mr. Bergstein to use a shell
	3 Services Group, Inc., in the principal sum of		3 corporation, Swartz IP --
	4 \$17,693,900.27.		4 MR. WIECHERT: Do you want to know what he --
15:59:48	5 Did I read that correctly?	16:01:49	5 BY MR. WALKER:
	6 A Yes, you did.		6 Q -- to perpetrate a fraud --
	7 Q Plus interest to July 14, 2015 of \$4,777,353;		7 MR. WIECHERT: -- thinks the theory is? Or do
	8 correct?		8 you want to keep stating what you say the theory is?
	9 A That's what it says.		9 MR. WALKER: Please don't interrupt my
16:00:01	10 Q Plus interest continuing to run from July 14,	16:01:55	10 question.
	11 2015, at the per diem rate of \$4,362.82; correct?		11 MR. WIECHERT: Again, you didn't let him answer
	12 A That's what it says.		12 so you could make a speech. So why don't you just ask a
	13 Q And at this time, that totaled \$580,000 --		13 question and let him make the speech.
	14 263 -- \$580,263.04; correct?		14 MR. WALKER: I'll re-ask the question again.
16:00:11	15 A That's what it says.	16:02:02	15 BY MR. WALKER:
	16 Q Making the total amount of the judgment at the		16 Q Do you understand that in connection with this
	17 time entered \$23,051,971.31; correct?		17 judgment that we marked as Exhibit 52, that we're
	18 A That's what it states.		18 seeking to hold you personally liable for the balance of
	19 Q And do you understand that our claim against		19 the judgment under an alter ego theory, which would be
16:00:32	20 you in this case under an alter ego theory is asking the	16:02:15	20 that you and Mr. Bergstein worked together to use Swartz
	21 Court to enter a judgment in favor of Class TT that you		21 IP as a sham corporation to perpetrate a fraud on the
	22 were personally liable for the balance of this judgment		22 Class TT investors to the tune of \$17.7 million?
	23 after allowing all lawful credits and offsets for the		23 A Well, you've articulated it to me now. I
	24 settlement paid to date?		24 understand what you just said. I completely disagree
16:00:49	25 A My attorney has advised me that that is what --	16:02:32	25 with what you just said, but that's why I'm sitting here
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16:00:52	1 MR. WIECHERT: Don't go into -- he doesn't want	16:02:34	1 and you're sitting there.
	2 my communications, but your understanding.		2 Q You understand that's what's at stake in this
	3 BY MR. WALKER:		3 lawsuit, though?
	4 Q You understand this is the judgment that we're		4 A You just articulated it. Yes, I understand
16:00:59	5 asking this Court to declare that you're personally	16:02:41	5 what you just said.
	6 liable for?		6 MR. WALKER: Why don't we take a break.
	7 A Yes.		7 MR. WIECHERT: Okay.
	8 Q Whatever the total amount might be today after		8 THE WITNESS: Okay.
	9 accrued interest and after all lawful credits have been		9 THE VIDEOGRAPHER: We are going off the record
16:01:09	10 granted?	16:02:45	10 at 4:00 p.m.
	11 A Okay.		11 (A recess was taken.)
	12 Q And you understand that that's what this		12 THE VIDEOGRAPHER: We are back on the record at
	13 lawsuit's about; correct?		13 4:12 p.m.
	14 A Yes.		14 BY MR. WALKER:
16:01:13	15 Q And it relates to Swartz IP and our allegation	16:14:48	15 Q Mr. Jam, was there any time after November 2011
	16 that you and Mr. Bergstein worked together to use a		16 that you became concerned about the incredible flow of
	17 shell company, Swartz IP, to perpetrate the fraud that		17 funds in and out of your accounts in the Swartz IP
	18 stole the \$17.7 million of Class TT's investment		18 account?
	19 proceeds from them?		19 MR. WIECHERT: Vague and ambiguous.
16:01:33	20 MR. WIECHERT: It's not a question, it's a	16:15:01	20 THE WITNESS: I wasn't in charge of the Swartz
	21 statement. And I move to strike Counsel's statement.		21 IP account, so I don't know what was going in and out of
	22 BY MR. WALKER:		22 the Swartz IP account. I wasn't a signer. I didn't
	23 Q No, it was a question. I'm asking if you		23 open the account. So I was unaware of the activity in
	24 understand that that's our theory of recovery in this		24 and out of the Swartz IP account that you refer to.
16:01:40	25 case?	16:15:12	25 BY MR. WALKER:

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16:15:12	1 Q Are you aware of the fact that it was roughly	16:17:09	1 THE WITNESS: I don't know -- as I said, I
	2 90 days and almost the entirety of the \$17.7 million was	2	don't control Swartz IP account. You told me the money
	3 gone?	3	went in and was out in 90 days. I -- I don't know
	4 A No, I'm not.	4	anything about that.
16:15:22	5 Q And that all of that was sent to Swartz IP and	16:17:17	5 BY MR. WALKER:
	6 then washed through that company?	6	Q Well, I guess my point is that the transaction
	7 MR. WIECHERT: Objection. No foundation.	7	that you signed on behalf of Swartz IP was the vehicle
	8 THE WITNESS: I don't know --	8	by which my client was induced to deposit almost
	9 MR. WIECHERT: Argumentative.	9	\$18 million into Swartz IP's account; right?
16:15:30	10 THE WITNESS: Sorry.	16:17:31	10 MR. WIECHERT: The question is vague and
	11 I don't know that the money had gone in and	11	ambiguous. Assumes facts not in evidence.
	12 out. I'm not on those accounts. I don't know what	12	THE WITNESS: Okay.
	13 happened to those accounts. I don't monitor them. I	13	BY MR. WALKER:
	14 don't get statements. I'm not a signer.	14	Q And your signing of the note purchase agreement
16:15:40	15 BY MR. WALKER:	16:17:40	15 facilitated the entire following set of events and
	16 Q Do you agree with me that had you not signed	16	consequences; right?
	17 the note purchase agreement or the reference notes on	17	MR. WIECHERT: Same objections.
	18 behalf of Swartz IP, that that \$17.7 million would never	18	THE WITNESS: Okay.
	19 have been transferred by my client to your company?	19	BY MR. WALKER:
16:15:58	20 MR. WIECHERT: Calls for speculation. No	16:17:50	20 Q Do you agree with that?
	21 foundation. Also calls for a conclusion.	21	A I don't know what your client did or didn't do
	22 THE WITNESS: I don't know if they would have	22	or how they did it, why they did it. I can't speak to
	23 transferred it in different ways. A different type of	23	what your client did. But I'm assuming your client did
	24 document. But I -- I don't know what your client would	24	their own diligence. They're -- your -- your looked to
16:16:11	25 or wouldn't have done.	16:18:02	25 see who they were or were not getting into business with
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16:16:11	1 BY MR. WALKER:	16:18:04	1 and made a decision based on whatever their internal
	2 Q Well, the note purchase agreement was the	2	criteria was. I don't know anything about your client.
	3 vehicle by which the deposit of the \$17.7 million from	3	I've never interacted with your client.
	4 my client into the Swartz IP account was justified;	4	Q Why would you presume any of that in this
16:16:21	5 right?	16:18:13	5 instance?
	6 MR. WIECHERT: "Justified" is vague and	6	A Because that's what I would assume they would
	7 ambiguous.	7	have done. As I said, I don't know any of them. I have
	8 THE WITNESS: As I said, I don't know what your	8	not interacted with them. I don't...
	9 client would have done if that document was not signed.	9	Q And this is in connection with the transaction
16:16:30	10 BY MR. WALKER:	16:18:24	10 involving a note purchase agreement that you didn't even
	11 Q Well, they certainly wouldn't have transferred	11	bother to read; correct?
	12 almost \$18 million to Swartz IP's account; right?	12	MR. WIECHERT: The question's argumentative.
	13 MR. WIECHERT: Motion -- well, strike the	13	Asked and answered.
	14 motion. He actually asked the question at the end. So	14	BY MR. WALKER:
16:16:41	15 it will be -- calls for speculation. No foundation.	16:18:32	15 Q Correct?
	16 And it calls for a conclusion.	16	A Yes.
	17 THE WITNESS: Can you repeat the question,	17	Q Did you ever send an e-mail to Mr. Bergstein
	18 please.	18	asking him to show some love to your Amex?
	19 MR. WALKER: Go ahead and read it back.	19	A A lot of times when the bill was late, I'd say,
16:16:49	20 (Whereupon, the record was read back	16:18:41	20 Hey, man, what are we doing about this? I'd ask for
	21 by the Court Reporter as follows:	21	that. I'd ask for rent. I'd ask for payroll. There
	22 "Q So isn't it true that it would	22	was multiple e-mails to him to pay off his -- to pay off
	23 have -- that what would have been	23	the obligations. To pay the accounts payable.
	24 transferred was \$18 million to Swartz	24	Absolutely.
16:16:49	25 IP Services account; right?"	16:18:56	25 Q But recently we've heard that Mr. Bergstein

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16:19:02	1 placed a million-dollar charge on your American Express account?	16:21:12	1 everything in storage.
	2		2 And then Sarah called and said, "David's really
	3 A David ran up at the end -- you know, a couple		3 pissed you took his -- you took his desk after all this
	4 of years ago he ran up about \$600,000 on my American		4 stuff."
16:19:12	5 Express card and did not pay it.	16:21:17	5 I'm, like, What are you talking about? I took
	6 Q What was he spending -- what was he charging		6 the desk because Frymi told me she wanted this desk out
	7 for? What he was buying?		7 of here. I didn't make any -- make any problems. I
	8 A All kinds of stuff. I don't remember all the		8 know that you guys have your issues that you're dealing
	9 specifics, but all kinds of stuff -- some personal, some		9 with -- your family, with your two kids. I just took
16:19:25	10 corporate, some lawyers, some stuff for his house. You	16:21:30	10 the desk.
	11 know, whatever he was doing. He paid his bill sometimes		11 And she's, like, Oh, okay. I'm really sorry.
	12 late, but he would always pay it. And at the very end,		12 I didn't realize Frymi told you to take it.
	13 he didn't pay it. That's when the account was shut down		13 I said, Tell me where you want the desk
	14 and that's when -- that's when the -- everything started		14 delivered and I'll have it delivered. So I arranged for
16:19:44	15 to go south.	16:21:39	15 the desk to get delivered and that was the last time I
	16 Q Roughly, when was that when it started to go		16 spoke with Sarah.
	17 south?		17 Q What -- what's the value of the desk?
	18 A A couple of years ago.		18 A Probably a couple thousand bucks today.
	19 Q And when did you last speak to Mr. Zarrinkel?		19 Q Okay. Was it -- anything particular about it
16:19:55	20 A Yesterday.	16:21:49	20 or?
	21 Q Yesterday evening?		21 A No, it just was -- it's a big, awkward, hard
	22 A Yeah. It was late in the day.		22 thing to move. It doesn't fit in elevators. It's a
	23 Q When did you last speak to Frymi Biedak?		23 pain in the ass. And when she said she didn't want to
	24 A I have not spoken to Frymi in a really, really		24 deal with it in the move, I said, No problem. I'll take
16:20:06	25 long time. I don't remember the last time I spoke to	16:21:59	25 care of it.
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16:20:08	1 Frymi.	16:21:59	1 So I had it taken out, and then Sarah called.
	2 Q When was the last time you spoke to Jeffrey		2 And then afterwards I called Sarah back and said, Sarah,
	3 Kranzendorf?		3 Frymi told me to do this.
	4 A I spoke to Jeff recently. I spoke to him about		4 And she said, Oh, okay. I'm sorry. And that's
16:20:15	5 some movie stuff we're doing.	16:22:07	5 the last time I spoke with Sarah.
	6 Q Is he involved in the movie business too?		6 MR. WALKER: Okay. I'll pass the witness.
	7 A Yes. He's been in the movie business for a		7 MR. WIECHERT: All right. I have no questions.
	8 very long time.		8 MR. WALKER: Thank you, sir.
	9 Q Did you speak to him about anything having to		9 THE WITNESS: Thank you very much.
16:20:28	10 do with this lawsuit?	16:22:18	10 MR. WALKER: Appreciate your time.
	11 A I haven't -- I don't specifically remember		11 THE WITNESS: So tomorrow at 10:00 o'clock
	12 talking to him about this lawsuit. I talked to him		12 here?
	13 primarily about movie stuff.		13 MR. WALKER: Yes, sir.
	14 Q When was the last time you spoke to		14 THE WITNESS: And can I ask you what -- roughly
16:20:37	15 Mr. Bergstein's wife?	16:22:21	15 how long you think? I'm just trying to schedule.
	16 A I spoke to Sarah Bergstein after -- Sarah		16 MR. WALKER: About three hours, fours hours?
	17 called me after David's sentence came down. She called		17 MR. LATZER: Probably about four.
	18 me to tell me David was really pissed about a desk.		18 MR. WALKER: Probably about four.
	19 When I left the office that was being occupied by us,		19 THE WITNESS: Okay. So, like, at 2:00 o'clock
16:20:53	20 there was a desk that David had that was actually my	16:22:30	20 I can schedule?
	21 desk that David was supposed to buy but he never did.		21 MR. WALKER: You might say 3:00.
	22 Frymi told me, you've got to take this desk. It's a		22 THE WITNESS: 3:00 o'clock?
	23 very big, large metal desk. I didn't question it. I		23 MR. WALKER: Yeah.
	24 said, No problem; I'll get it out of here.		24 THE WITNESS: No problem.
16:21:07	25 I hired my movers. I took the desk. I put	16:22:34	25 MR. WALKER: Yeah. Just, you know, I hate

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16:22:35 1 giving people time estimates --
 2 THE WITNESS: I appreciate it.
 3 MR. WALKER: -- because --
 4 THE WITNESS: I understand.
 16:22:36 5 MR. WALKER: -- they almost always get
 6 violated.
 7 THE WITNESS: I appreciate it. It's like the
 8 four minutes left on the tape.
 9 MR. WALKER: Yeah, yeah. Exactly. Which I've
 16:22:42 10 stopped doing that.
 11 THE VIDEOGRAPHER: This concludes today's
 12 videotaped deposition. We are going off the record at
 13 4:20 p.m.
 14 (The proceedings were concluded
 16:22:54 15 at 4:20 p.m.)
 16 ---o0o---
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1 I, Sandra Mitchell Name CSR No. 12553, Certified Shorthand
 2 Reporter, hereby certify that:
 3 I am authorized to administer oaths or affirmations.
 4 (Cal. Code of Civ. P. Sec. 2093 (b) and Fed. R. Civ. P. 28(a)).
 5 The foregoing proceedings were taken before me at the
 6 time and place therein set forth, at which time the witness
 7 was duly sworn by me. (Cal. Code Civ. Proc. 2025.330(a),
 8 2025.540(a) and Fed. R. Civ. P. 30(f)(1)).
 9 The foregoing pages contain a full, true and accurate
 10 record of all proceedings and testimony. (Cal. Code Civ.
 11 Proc. 2025.540(a) and Fed. R. Civ. P. 30(f)(1)).
 12 I am not a relative or employee of the parties,
 13 nor financially interested in the action. (Cal. Code Civ.
 14 Proc. 2025.320(a)).
 15 Before completion of the proceedings, review of the
 16 transcript [] was [x] was not requested. If requested,
 17 any changes made by the witness (and provided to the reporter)
 18 during the period allowed, are appended hereto.
 19 (Fed. R. Civ. P. 30(e)).
 20 I declare under penalty of perjury under the laws of
 21 California that the foregoing is true and correct.
 22 Dated this 1st day of April, 2019.
 23
 24 Sandra Mitchell
 25 C.S.R. No. 12553

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16:22:54 1 STATE OF CALIFORNIA)
 2) ss.
 3 COUNTY OF _____)
 4
 16:22:54 5 I, KIARASH JAM, say I have read the
 6 foregoing deposition and declare under penalty of perjury
 7 that my answers as indicated are true and correct.
 8
 9
 16:22:54 10 _____
 11 (Date)
 12
 13 _____
 14 (Signature)
 15
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